

FLEMING, HAILE & SHAW, P. A.
ATTORNEYS

FACSIMILE
(561) 622-7603

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SUITE 410
631 U.S. HIGHWAY ONE
NORTH PALM BEACH, FLORIDA 33408
TELEPHONE (561) 863-8300
FACSIMILE (561) 863-5133

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.*

1. Air Bear, Inc.
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. Delaware 3. 59-2363967
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. October 6, 1983 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. Upon filing of this application.
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 11780 U.S. Highway One, #400, North Palm Beach, FL 33408
(Current mailing address)

8. Ownership of Aircraft
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)
9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box **NOT** acceptable)
- Name: FHS CORPORATE SERVICES, INC.
- Office Address: 11780 U.S. Highway One, #300
North Palm Beach, Florida, 33408
(Zip code)

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FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

J. T. Arst. Sult.
(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors: (Street address **ONLY** - P.O. Box **NOT** acceptable)

A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Jack W. Nicklaus

Address: 11780 U.S. Highway One, #400, North Palm Beach, FL 33408

Director: Jack P. Bates

Address: 11780 U.S. Highway One, #400, North Palm Beach, FL 33408

B. OFFICERS (Street address only - P.O. Box NOT acceptable)

President: Jack P. Bates

Address: 11780 U.S. Highway One, #400, North Palm Beach, FL 33408

Vice President: _____

Address: _____

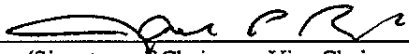
Secretary: Pat Worman

Address: 11780 U.S. Highway One, #400, North Palm Beach, FL 33408

Treasurer: Ron Jacobson

Address: 11780 U.S. Highway One, #400, North Palm Beach, FL 33408

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Jack P. Bates, President
(Typed or printed name and capacity of person signing application)

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TALLAHASSEE FLORIDA
SECRETARY OF STATE

State of Delaware
Office of the Secretary of State PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "AIR BEAR INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FOURTH DAY OF APRIL, A.D. 2000.

FILED
00 MAY -2 AM 11:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA




Edward J. Freel, Secretary of State

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AUTHENTICATION: 0360872
DATE: 04-04-00