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June 5, 2000

Certified Mail - Return Receipt

MJH

Florida Department of State
Division of Corporations
PO Box 6327
Tallahassee, Florida 32314

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****122.50 ****122.50
70.00

Re: AerFi Delaware Inc. — Registration of Foreign Corporate Name

Ladies and Gentlemen:

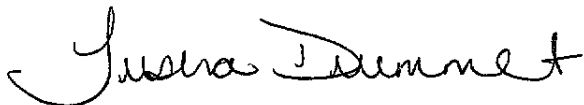
With regard to the above referenced company, please find enclosed the following original executed documents:

1. Application for Registration of Foreign Corporate Name
2. Original Certificate of Good Standing
3. Designation of Registered Agent and Registered Office for Alien Business Organization or Foreign Corporation

We are also enclosing our check in the amount of \$122.50 which sum represents the filing fee of \$87.50 for the Application for Registration of Foreign Corporate Name and the filing fee of \$35.00 for the Designation of Registered Agent and Registered Office. Please process the Application and return the Authorization documentation to us upon completion.

Thank you for your time and attention. If you have any questions or require additional information, please contact either myself or Laura Showalter at the number listed below.

Very truly yours,



Trisha Drummet

Enclosures

E:\data\legal\AerFi US Companies\AerCoUSA Inc.fl app.wpd

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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**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. AerFi Delaware 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. 13-3636799
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. October 16, 1991
Amended 11/23/98 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. July 1, 2000
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. The Corporation Trust Center
1209 Orange Street, Wilmington, DE 19801
(Current mailing address)

8. Commercial Aircraft Leasing
(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: Caryl Ben Basat
Office Address: 100 NE Third Avenue
Ft. Lauderdale, FL 33301, Florida, _____
(Zip code)

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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.

Caryl Ben Basat
(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~~ **Director:** Patrick Dalton
c/o Aviation House
Address: Shannon, County Clare
Ireland

~~Vice Chairman~~ **Director:** Stephanie Rudolph
Address: c/o 100 NE Third Avenue, Suite 800
Ft. Lauderdale, FL 33301

Director: Caren Mack
Address: c/o 100 NE Third Avenue, Suite 800
Ft. Lauderdale, FL 33301

Director: _____
Address: _____

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

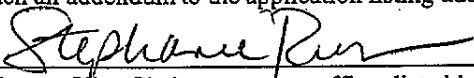
President: Stephanie Rudolph
Address: c/o 100 NE Third Avenue, Suite 800
Ft. Lauderdale, FL 33301

Vice President: _____
Address: _____

Secretary: Caren Mack
Address: c/o 100 NE Third Avenue, Suite 800
Ft. Lauderdale, FL 33301

Treasurer: _____
Address: _____

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. Stephanie Rudolph President
(Typed or printed name and capacity of person signing application)

State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "AERFI DELAWARE 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 TWENTY-THIRD DAY OF MAY, A.D. 2000.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "AERFI DELAWARE INC." WAS INCORPORATED ON THE SIXTEENTH DAY OF OCTOBER, A.D. 1991.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

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AUTHENTICATION: 0453882

DATE: 05-23-00