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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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-06/08/00--01061--002
****122.50 ~~****122.50~~
70.00

Re: AeroUSA 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 of Laura Showalter at the number listed below.

Very truly yours,

Trisha Drummet

Trisha Drummet

Enclosures

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JUN 23 PM 3:13

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

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. AeroUSA, 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. Connecticut
(State or country under the law of which it is incorporated)

3. 06-1283938
(FEI number, if applicable)

4. August 22, 1989
Amended 7/16/96
(Date of incorporation)

5. Perpetual
(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. c/o ErgoFi Inc., d/b/a Indigo Airlease
100 NE Third Avenue, Suite 800, Ft. Lauderdale, FL 33301
(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, Suite 800

Ft. Lauderdale, Florida, 33301
(Zip code)

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DIVISION OF CORPORATIONS
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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: Richard Cavanagh

Address: The Conference Board
845 Third Avenue
New York, NY 10022

~~Vice Chairman~~: Director: Roy M. Dantzic

Address: BG plc
One Great Cumberland Place, 7th Floor
London W1H 7AL
United Kingdom

Director: Herbert Adler

Address: Halcyon/Alan B. Slifka Management Co, LLC
477 Madison Avenue
New York, NY 10022

Director:

Address:

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

President: Richard Cavanagh

Address: The Conference Board
845 Third Avenue
New York, NY 10022

Vice President: Roy M. Dantzic

Address: BG plc
One Great Cumberland Place, 7th Floor
London W1H 7AL
United Kingdom

Secretary: Herbert Adler

Address: Halcyon/Alan B. Slifka Management Co., Inc.
477 Madison Avenue
New York, NY 10022

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. HERBERT ADLER, Secretary
(Typed or printed name and capacity of person signing application)

51-66
Rev. 2/94

Office of the Secretary of the State of Connecticut

I, the Connecticut Secretary of the State, and keeper of the seal thereof, DO HEREBY CERTIFY, that

AEROUSA, INC.

incorporated under the laws of Connecticut is in existence.

Secretary of the State

Date Issued: May 23, 2000