

F000000003588

 debis
AirFinance
Services by DaimlerChrysler

September 16, 2002

State of Florida
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: AerFi Technologies USA, Inc.
Document No.: F00000003588

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-09/24/02--01013--005
*****35.00 *****35.00

Ladies and Gentlemen:

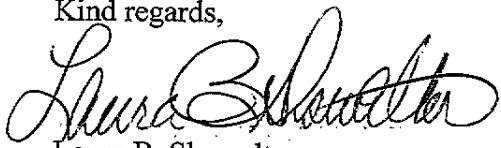
We have received the rejected annual report / uniform business report for the above referenced company due to the corporate name change not being reflected with your department. To rectify this matter I enclose the following items:

1. Copy of your letter rejecting the filing and showing a credit balance with your department;
2. The originally annual report / uniform business report;
3. The required amendment documentation to file the corporate name change with the Division of Corporations.

I note that there is a filing fee of \$35.00 for the name change. I believe there is a credit balance that should cover this fee as well.

Thank you for your time and assistance. Please contact me at 954-760-7777 with any questions or concerns.

Kind regards,


Laura B. Showalter

FILED
SEP 20 PM 1:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

debis AirFinance USA, Inc.
100 NE 3rd Ave., Suite 800
Fort Lauderdale, Florida 33301, USA
Phone: +1 954 760 7777
Fax: +1 954 760 7716
www.debisairfinance.com

debis AirFinance USA, Inc., is a wholly owned subsidiary of debis AirFinance Ireland plc and has been engaged as a marketing agent of debis AirFinance Ireland plc and its affiliates.



September 19, 2002

Via Federal Express

Ms. Thelma Lewis
Florida Division of Corporations
Amendment Section
409 E. Gaines Street
Tallahassee, FL 32399


Re: Document No.: F00000003588
AerFi Technologies USA, Inc.

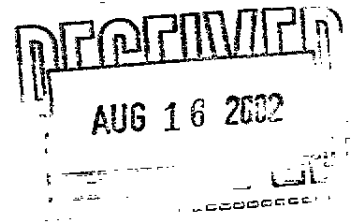
Dear Ms. Lewis:

Thank you for your phone call of earlier today. As discussed, please find enclosed our check payable to the Florida Secretary of State in the amount of \$35.00 that represents the filing fee for the Amendment to Foreign Profit Corporation Application for Authorization to Transact Business in Florida that has been forwarded to your office for processing.

Please contact me with any additional questions or concerns.

Kind regards,


Laura B. Showalter



FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

August 12, 2002

DEBIS AIRFINANCE TECHNOLOGIES USA, INC.
C/O DEBIS AIRFINANCE USA, INC
100 NE THIRD AVENUE, SUITE 800
FT. LAUDERDALE, FL 33301

Subject: AERFI TECHNOLOGIES USA INC.

Reference Number: F00000003588

Please be advised, we have received your annual report/uniform business report and check(s) totaling \$1,100.00 of which \$950.00 has been designated to file this report. However, the enclosed annual report/uniform business report **has not been filed** and a copy is being returned to you for the following correction(s):

The records of the Division of Corporations do not reflect a name change has been filed for this corporation as indicated on the enclosed annual report/uniform business report. This report cannot be filed under the new name until an amendment has been filed. For your convenience, enclosed are the instructions and/or forms to change the name. Please return the amendment and annual report/uniform business report together to the address indicated on the amendment form.

The amendment filing fee is \$35.

**TO AVOID THE ADMINISTRATIVE DISSOLUTION/REVOCATION,
PLEASE RETURN THE CORRECTED REPORT TO: DIVISION OF
CORPORATIONS, P.O. BOX 1500, TALLAHASSEE, FLORIDA
32302-1500 WITHIN 30 DAYS OF THE DATE OF THIS LETTER.**

If you have additional questions or need further assistance, please call the Division of Corporations at (850) 488-9000.

Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

1. AERFI TECHNOLOGIES USA INC.
(Name of corporation as it appears on the records of the Department of State)
2. DELAWARE
(Incorporated under laws of)
3. JUNE 23, 2000
(Date authorized to do business in Florida)

FILED
02 SEP 20 PM 1:49
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? FEBRUARY 15, 2001
5. DEBI'S AIRFINANCE TECHNOLOGIES USA INC.
(Name of corporation after the amendment, adding suffix "corporation" "company" or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)
6. If the amendment changes the period of duration, indicate new period of duration.

(New duration)
7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

(New jurisdiction)

Laura B. Showalter
(Signature of the chairman or vice chairman of the board, president, or any officer, or if the corporation is in the hands of a receiver, trustee, or other court-appointed fiduciary, by that fiduciary)

8/28/2002
(Date)

LAURA B. SHOWALTER
(Typed or printed name)

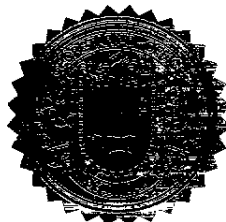
SECRETARY & DIRECTOR
(Title)

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "AERFI TECHNOLOGIES USA INC.", CHANGING ITS NAME FROM "AERFI TECHNOLOGIES USA INC." TO "DEBIS AIRFINANCE TECHNOLOGIES USA INC.", FILED IN THIS OFFICE ON THE TWENTY-SECOND DAY OF MARCH, A.D. 2001, AT 9 O'CLOCK A.M.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

2231047 8100

020544859

AUTHENTICATION: 1969219

DATE: 09-06-02

**CERTIFICATE OF AMENDMENT OF
CERTIFICATION OF INCORPORATION OF
AERFI TECHNOLOGIES USA INC.**

AerFi Technologies USA Inc. (the "Corporation"), a corporation organized and existing under the General Corporation Law of the State of Delaware (the "DGCL"), does hereby certify that:

The amendment to the Certificate of Incorporation of the Corporation set forth below has been duly adopted in accordance with the provisions of Section 242 of the DGCL:

The Certificate of Incorporation of the Corporation is hereby amended by striking Article I thereof in its entirety and inserting in lieu thereof as a new Article I the text set forth on Exhibit A attached hereto and incorporated herein by this reference.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to be duly executed and acknowledged in accordance with Section 103 of the DGCL.

AerFi Technologies USA Inc.

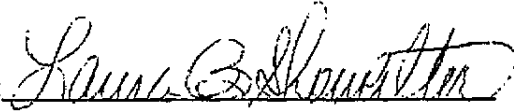
By: 
Name: LAURA B. SHOWALTER
Title: SECRETARY

EXHIBIT A

I.

The name of the Corporation is debis AirFinance Technologies USA Inc.