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ACCOUNT NO. : 0721000000032
REFERENCE : 773315 5019256
AUTHORIZATION : *Patricia Pajuta*
COST LIMIT : \$ 78.75

FILED
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
00 JUL 26 PM 3:29

ORDER DATE : July 24, 2000

ORDER TIME : 11:13 AM

ORDER NO. : 773315-005

CUSTOMER NO: 5019256

CUSTOMER: Janet St. Cyr, Paralegal
Kohrman Jackson & Krantz
1 Cleveland Center, 20th Floor
1375 East Ninth Street
Cleveland, OH 44114

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FOREIGN FILINGS

NAME: AVCELLS, INC.

(Handwritten initials and date)
3/2
7/26

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Susie Knight EXT: 1156

RECEIVED
00 JUL 26 PM 12:08
DEPARTMENT OF STATE
DIVISION OF CORPORATE REGISTRATION
TALLAHASSEE, FLORIDA

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. AvCells, 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. Alabama 3. n/a
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 9/29/88 5. perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist "perpetual")

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

7. 2530 Tarpley, Suite 500
Carrollton, TX 75006
(Current mailing address)

8. Assembly of hoses and other component parts for 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: Corporation Service Company

Office Address: 1201 Hays Street
Tallahassee, Florida, 32301
(Zip code)

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.

Laura R. Dwyer
(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: Kent R. Kelly

Address: 2530 Tarpley, Suite 500
Carrollton, TX 75006

Director
Vice-Chairman: Larry Schultz

Address: 2530 Tarpley, Suite 500
Carrollton, TX 75006

Director: Jeffrey R. Kelly

Address: 2530 Tarpley, Suite 500
Carrollton, TX 75006

Director: _____

Address: _____

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

~~President~~ Chief Executive Officer: Kent R. Kelly

Address: 2530 Tarpley, Suite 500
Carrollton, TX 75006

~~Vice President~~ and Chief Operating Officer: Larry Schultz

Address: 2530 Tarpley, Suite 500
Carrollton, TX 75006

~~Secretary~~ Vice President: Jeffrey R. Kelly

Address: 2530 Tarpley, Suite 500
Carrollton, TX 75006

~~Treasurer~~ Secretary: Kent R. Kelly

Address: 2530 Tarpley, Suite 500
Carrollton, TX 75006

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

13. *Kent R. Kelly, Chairman/CEO*
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Kent R. Kelly, Chief Executive Officer
(Typed or printed name and capacity of person signing application)

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DIVISION OF CORPORATIONS

STATE OF ALABAMA

I, Jim Bennett, Secretary of State of the State of Alabama, having custody of the Great and Principal Seal of said State, do hereby certify that

the domestic corporation records on file in this office disclose that AvCells, Inc. incorporated in Lowndes County, Ft. Deposit, Alabama on September 29, 1988. I further certify that the records do not disclose that said AvCells, Inc. has been dissolved.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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In Testimony Whereof, I have hereunto set my hand and affixed the Great Seal of the State, at the Capitol, in the City of Montgomery, on this day.

July 24, 2000

Date

Jim Bennett

Jim Bennett

Secretary of State