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FOREIGN PROFIT QUALIFICATION

COVENTRY GROUP, LTD.

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FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

February 19, 2001

CORPORATE & CRIMINAL RESEARCH SERVICES

SUBJECT: COVENTRY GROUP, LTD.  
REF: W01000003890

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The corporate name must contain a suffix that will clearly indicate that it is a corporation. Such suffixes include: CORPORATION, CORP., COMPANY, CO., INC., and INCORPORATED.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

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

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

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

1. COVENTRY GROUP, LTD., INC.  
(Name of corporation must include the word "INCORPORATED" or "COMPANY" or "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  
(Jurisdiction under the law of which it is incorporated)
3. Applied for  
(FEI number, if applicable)
4. December 9, 1997  
(Date of incorporation)
5. Perpetual  
(Duration: Year company will cease to exist or "perpetual")
6. February 1, 2001  
(Date first transacted business in Florida.) (See sections 607.1501, 607.1502, and 817.155, F.S.)
7. 4800 N. Federal Highway; Ste. 100-C  
Boca Raton, Florida 33431  
(Current Mailing Address)
8. Airplane Leasing  
(Purpose of corporation authorized in home state or country to be carried out in State of Florida)
9. List name, and address of Florida registered agent:

**NAME:**Josh Bennett, Esq.**OFFICE ADDRESS:**

c/o: Josh Bennett, Esq., PA  
511 NE Third Avenue; second floor  
Ft. Lauderdale, Florida 33301

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## Application by Foreign Corporation for Authorization to Transact Business in Florida

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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.

  
(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-PO Box NOT acceptable):

## A. DIRECTORS (Street address only-PO Box NOT acceptable).

Chairman: Jeffrey Toffler

Address: c/o: Josh Bennett, Esq., PA  
511 NE Third Avenue; second floor  
Ft. Lauderdale, Florida 33301

Director: Jeffrey Toffler

Address: c/o: Josh Bennett, Esq., PA  
511 NE Third Avenue; second floor  
Ft. Lauderdale, Florida 33301

## B. OFFICERS (Street address only-PO Box NOT acceptable)

President: Jeffrey Toffler

Address: c/o: Josh Bennett, Esq., PA  
511 NE Third Avenue; second floor  
Ft. Lauderdale, Florida 33301

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**Application By Foreign Corporation for Authorization to Transact Business in Florida**  
**Page 3**

**Vice-President: Jeffrey Toffler**

**Address: c/o: Josh Bennett, Esq., PA**  
**511 NE Third Avenue; second floor**  
**Ft. Lauderdale, Florida 33301**

**Secretary: Jeffrey Toffler**

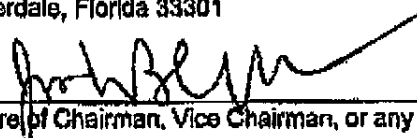
**Address: c/o: Josh Bennett, Esq., PA**  
**511 NE Third Avenue; second floor**  
**Ft. Lauderdale, Florida 33301**

**Assistant Secretary: Josh Bennett**

**Address: 511 NE Third Avenue; second floor**  
**Ft. Lauderdale, Florida 33301**

**Treasurer: Jeffrey Toffler**

**Address: c/o: Josh Bennett, Esq., PA**  
**511 NE Third Avenue; second floor**  
**Ft. Lauderdale, Florida 33301**

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

14. Josh Bennett as Assistant Secretary for the Company

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State of Delaware  
Office of the Secretary of State

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I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "COVENTRY GROUP LTD." 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 THIRTEENTH DAY OF FEBRUARY, A.D. 2001.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "COVENTRY GROUP LTD." WAS INCORPORATED ON THE NINTH DAY OF DECEMBER, A.D. 1997.

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



*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 0969978

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DATE: 02-13-01

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