

FO1000002126

CORPORATION(S) NAME

Prospect Aviation Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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| <input checked="" type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> Nonprofit | | |
| <input checked="" type="checkbox"/> Foreign | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| | <input type="checkbox"/> Reinstatement | |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> LLC | <input type="checkbox"/> Name Registration | <input type="checkbox"/> Change of RA |
| | <input type="checkbox"/> Fictitious Name | <input type="checkbox"/> UCC |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Photocopies | <input type="checkbox"/> CUS |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out | | |

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Order#: 4128521

Ref#: _____

Amount: \$ _____

CB

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

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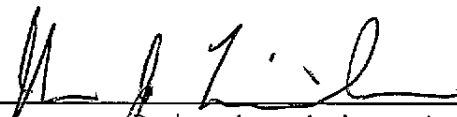
**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

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. Prospect Aviation, 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. 48-1083354
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 1/2/98 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. Upon qualification
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 7300 W. 110TH STREET, SUITE 800 OVERLAND PARK, KS 66210
(Principal office address)
- SAME
(Current mailing address)
8. Lease and/or own 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: C T Corporation System
- Office Address: 1200 S Pine Island Rd
- Plantation, Florida 33324
(City) (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.


(Registered agent's signature)
John J Linnihan, Asst. VP

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.

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TALLAHASSEE, FLORIDA

12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: Stephen T. Carter, Sr.

Address: St. Thomas #503, 15400 Emerald Coast
Destin, FL 32541

Vice Chairman: None

Address: _____

Director: Stephen T. Carter, Sr.

Address: St. Thomas #503, 15400 Emerald Coast
Destin, FL 32541

Director: Stephen T. Carter, Jr.

Address: 29 Conch Cay

Destin, FL 32541

B. OFFICERS

President: Stephen T. Carter, Sr.

Address: St. Thomas #503, 15400 Emerald Coast
Destin, FL 32541

Vice President: Stephen T. Carter, Jr.

Address: 29 Conch Cay

Destin, FL 32541

Secretary: Stephen T. Carter, Jr.

ASST SECY Daniel V Hiatt

Address: 29 Conch Cay, Destin, FL 32541

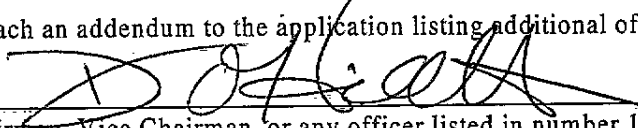
2420 Pershing Rd Ste 400 Kansas City
MO 64108

Treasurer: Stephen T. Carter, Sr.

Address: St. Thomas #503, 15400 Emerald Coast, Destin, FL 32541

Asst. Sec. - Daniel V. Hiatt, 2420 Pershing Road, Suite 400, Kansas City, Missouri 64108

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. Daniel V. Hiatt, Assistant Secretary
(Typed or printed name and capacity of person signing application)

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State of Delaware

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Office of the Secretary of State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PROSPECT AVIATION 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 EIGHTEENTH DAY OF APRIL, A.D. 2001.

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.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 1087138

010187758

DATE: 04-18-01