

CAPITAL CONNECTION

850 222 1222

06/20 '01 11:39 NO.307 01/09

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Florida Department of State

Division of Corporations

Public Access System

Katherine Harris, Secretary of State

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To:

Division of Corporations
Fax Number : (850) 205-0383

From:

Account Name : CAPITAL CONNECTION, INC.
Account Number : I20000000257
Phone : (850) 224-8870
Fax Number : (850) 222-1222

AL

001-14265

FOREIGN PROFIT QUALIFICATION

AIRPORT CONSULTING VIENNA GMBH (INC)

Certificate of Status	0
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Page Count	09
Estimated Charge	\$70.00

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CAPITAL CONNECTION

850 222 1222

06/22 '01 08:51 NO.434 02/11



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

June 21, 2001

CAPITAL CONNECTION, INC.

SUBJECT: AIRPORT CONSULTING VIENNA GMBH (INC)
REF: W01000014265

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01 JUN 20 AM 11:08
TALLAHASSEE, FLORIDA

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.

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FAX Aud. #: H01000075176
Letter Number: 201A00037796

RE-SUBMIT
PLEASE OBTAIN THE ORIGINAL
FILE DATE

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

(850)487-6013

=> CAPITAL CONNECTION , TEL=850 222 1222

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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. AIRPORT CONSULTING VIENNA GMBH (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. AUSTRIA

(State or country under the law of which it is incorporated)

3. N/A

(FEI number, if applicable)

4. 8/1992

(Date of incorporation)

5.**PERPETUAL**

(Duration: Year corp. will cease to exist or "perpetual")

6. 5/15/2001

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

7. A-1300 VIENNA AIRPORT

WORLD TRADE CENTRE, 177

(Current mailing address)

8. AIRPORT CONSULTING AND CONCESSION SERVICES

(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: **LOUIS M. HILLMAN-WALLER**

Office Address: **10 NW LEJEUNE RD. #600**

MIAMI

, Florida, **33126**

(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)

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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06/15 '01 09:39 NO.032 04/04

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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: N/A

Address: _____

Vice Chairman: N/A

Address: _____

Director: JOHANN FRANK

Address: A-7011 SIEGGNDORF, JENOE, TAKACSGASSE, 12

Director: WOLFGANG EDELMAN

Address: A-1140 VIENNA, MANORGASSE 5

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

President: N/A

Address: _____

Vice President: N/A

Address: _____

Secretary: N/A

Address: _____

Treasurer: N/A

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. JOHANN FRANK, DIRECTOR
(Typed or printed name and capacity or person signing application)



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A-1220 Wien, Donaustadtstraße 1/3. Stock

P.05

JUSTIZ
FIRMENBUCH

REPUBLIK ÖSTERREICH



FIRMENBUCH DATENBANK

Stichtag 11.6.2001

Auszug mit aktuellen Daten

FN 109913 m

Grundlage dieses Auszuges ist das Hauptbuch ergänzt um Daten aus der Urkundensammlung.

Letzte Eintragung am 06.06.2000 mit der Eintragsnummer 10
zuständiges Gericht Landesgericht Korneuburg

- 1 früher Landesgericht Eisenstadt HRB 3624
Ersteintragung am 21.07.1992

FIRMA

- 6 Airport Consulting Vienna GmbH

RECHTSFORM

- 1 Gesellschaft mit beschränkter Haftung

SITZ in

- 6 politischer Gemeinde Schwechat

GESCHAFTSANSCHRIFT

- 6 World Trade Center 160/3
1300 Wien-Flughafen

KAPITAL

- 1 ATS 1.000.000

STICHTAG für JAHRESABSCHLUSS

- 1 31. Dezember

- 10 JAHRESABSCHLUSS (zuletzt eingetragen; weitere siehe Historie)
zum 31.12.1999 eingereicht am 31.05.2000

VERTRETUNGSBEFUGNIS

- 1 Die Gesellschaft wird, wenn mehrere Geschäftsführer bestellt sind, durch zwei Geschäftsführer gemeinsam oder durch einen von ihnen gemeinsam mit einem Gesamtprokuristen vertreten.
Die Generalversammlung kann, auch wenn mehrere Geschäftsführer bestellt sind, einzelnen von ihnen selbständige Vertretungsbefugnis erteilen.

- | | | |
|---|---|-----|
| 1 | Gesellschaftsvertrag vom 13.07.1992 | 001 |
| 4 | Generalversammlungsbeschluss vom 04.09.1995
Aenderung des Gesellschaftsvertrages in den Punkten Siebentens und Zehntens. | 002 |
| 6 | Generalversammlungsbeschluss vom 11.09.1998
Aenderung des Gesellschaftsvertrages in den Punkten Zweitens
Seite 1 | 003 |

ST. JACOB'S FLORIDA

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- 1 Ersterfassung abgeschlossen am 22.07.1994 Geschäftsfall 916 Fr 187/94 z
 Ersterfassung gem. Art. XXIII Abs. 4 FBG
 4 eingetragen am 25.10.1995 Geschäftsfall 19 Fr 858/95 p
 Antrag auf Änderung eingelangt am 14.09.1995
 5 eingetragen am 21.12.1995 Geschäftsfall 19 Fr 1397/95 c
 Antrag auf Änderung eingelangt am 19.12.1995

Landesgericht Korneuburg

- 6 eingetragen am 10.11.1998 Geschäftsfall 28 Fr 4437/98 x
 Antrag auf Sitzverlegung eingelangt am 29.10.1998
 8 eingetragen am 20.04.1999 Geschäftsfall 28 Fr 1652/99 i
 Antrag auf Änderung eingelangt am 24.03.1999
 10 eingetragen am 06.06.2000 Geschäftsfall 28 Fr 2114/00 s
 Einreichung Jahresabschluss eingelangt am 31.05.2000

erstellt über Verrechnungsstelle Wert ***** HA021
 ***** 11.6.2001 16:57:25,940 00020190 ***** ZEILEN: 93



[Signature]
 öffentl. Notar
 als Gerichtskommissär



Apostille	
(Convention de La Haye du 5 octobre 1961)	
1. Land:	ÖSTERREICH
Pays:	
Diese öffentliche Urkunde / Le présent document officiel	
2. ist unterzeichnet von	Dr. Rudolf Raimle
a été signé par	öffentlicher Notar
3. in seiner Eigenschaft als	
agissant en qualité de	
4. ist versehen mit dem Siegel/Stempel des (der)	Dr. Rudolf Raimle
le sceau/timbre qui y figure est celui de	
Bezeugt / Ainsi fait	
5. in	WIEN
à (lieu)	
6. am	13. Juni 2001
le (date)	
7. durch / par (autorité d'attestation)	
den Präsidenten / le Président	
für ZRS Wien, (für Wien, Schiedsgericht II)	
8. unter Nr. / sous le No de registre	
9. Siegel / Sceau	
Sceau du tribunal	
10. Unterschrift / Signature	Für den Präsidenten
	Prof. Fabian

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 TALLAHASSEE, FLORIDA

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und Drittens

GESCHÄFTSFÜHRER (handelsrechtlich)

- 1 A Mag Johann Frank, geb. 10.07.1948
vertritt seit 21.07.1992 selbständig
- 1 B Mag Wolfgang Edelmann, geb. 25.12.1957
vertritt seit 21.07.1992 selbständig

GESELLSCHAFTER

STAMMEINLAGE

HIERAUF GELEISTET

- | | | | |
|---------|---|--|---------------|
| 8 | A | Mag Johann Frank, geb. 10.07.1948, | |
| 8 | | | ATS 200.000 |
| | | | ATS 200.000 |
| 8 | B | Mag Wolfgang Edelmann, geb. 25.12.1957 | |
| 8 | | | ATS 200.000 |
| | | | ATS 200.000 |
| 5 | D | Flughafen Wien Aktiengesellschaft | |
| 5 | | | ATS 500.000 |
| | | | ATS 500.000 |
| 8 | F | Ulrike Frank, geb. 17.03.1952 | |
| 8 | | | ATS 50.000 |
| | | | ATS 50.000 |
| 8 | G | Monika Edelmann, geb. 21.12.1961 | |
| 8 | | | ATS 50.000 |
| | | | ATS 50.000 |
| Summen: | | ATS 1.000.000 | ATS 1.000.000 |

PERSONEN

- 1 A Mag Johann Frank, geb. 10.07.1948
1 Jeno Takacs gasse 12
7011 Siegendorf (Bgd.)
- 1 B Mag Wolfgang Edelmann, geb. 25.12.1957
1 Marnogasse 1/7
1140 Wien
- 5 D Flughafen Wien Aktiengesellschaft
5 (FN 42984 m)
5 Flughafen
1300 Wien-Flughafen
- 8 F Ulrike Frank, geb. 17.03.1952
8 Jeno Takacs gasse 12
7011 Siegendorf
- 8 G Monika Edelmann, geb. 21.12.1961
8 Marnogasse 1/7
1140 Wien

VOLLZUGSÜBERSICHT

Landesgericht Eisenstadt

Seite 2

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CAPITAL CONNECTION

850 222 1222

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CERTIFIED TRUE TRANSLATION FROM GERMAN INTO ENGLISH:

Civil-Law-Notaries Koehler, Kaindl & Partner
A - 1220 Vienna, Donaustadtstraße 1/3rd floor

Republic of Austria
Coat of Arms of the Republic of Austria

COMMERCIAL REGISTER
(Ministry of Justice)

Commercial Register kept by
electronic data processing

Key day: June 11, 2001

FN 109913-m

EXTRACT

with current data as of June 11, 2001

This Extract is based on the principal register, supplemented by the data shown in the deed-collection.

Last entry on June 6, 2000; entry number: 10

Competent Court: Provincial Court in Korneuburg

- 1 previously Provincial Court in Eisenstadt HRB 3624
first entry: July 21, 1992

CORPORATE NAME

- 6 Airport Consulting Vienna GmbH

LEGAL STRUCTURE

- 1 (Private) Company with Limited Liability

CORPORATE SEAT

- 6 City of Schwechat

PLACE OF BUSINESS

- 6 World Trade Center 160/3
1300 Vienna-Airport

AUTHORIZED SHARE CAPITAL

- 1 ATS 1.000.000,—

RECORD DATE OF BALANCE SHEET FOR THE ANNUAL FINANCIAL STATEMENTS
1 December 31

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8 8	G	Monika Edelmann, born on December 21, 1961		
			ATS	50.000,—
			ATS	50.000,—
		Total:	ATS 1.000.000,—	ATS 1.000.000,—

— PERSONS —

1	A	Mag. Johann Frank, born on July 10, 1948
1		Jenö Takacs-gasse 12
		7011 Siegendorf (Burgenland)
1	B	Mag. Wolfgang Edelmann
1		Marnogasse 1/7
		1140 Vienna
5	D	Flughafen Wien Aktiengesellschaft
5		(Court File Number FN 42984 m)
5		Airport
		1300 Vienna-Airport
8	F	Ulrike Frank, born on March 17, 1952
8		Jenö Takacs-gasse 12
		7011 Siegendorf
8	G	Monika Edelmann, born on December 21, 1961
8		Marnogasse 1/7
		1140 Vienna

— REGISTRATION REPORT —

Provincial Court in Eisenstadt

1	First entry completed on July 22, 1994	File no. 916 Fr	187/94 z
	First entry according to Art. XXIII, par. 4 Companies' Register Act		
4	registered on October 25, 1995	File no. 19 Fr	868/95 p
	Petition for modification filed on September 14, 1995		
5	registered on December 21, 1995	File no. 19 Fr	1397/95 t
	Petition for modification filed on december 19, 1995		

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Provincial Court in Korneuburg

6 registered on November 10, 1998

File no. 28 Fr 4437/98 x

Petition for change of the corporate seat filed on October 29, 1998

8 registered on April 20, 1999

File no. 28 Fr 1652/99 i

Petition for modification filed on March 24, 1999

10 registered on June 6, 2000

File no. 28 Fr 2114/00 s

Annual financial statements filed on May 31, 2000

***** done with programm Went ***** HA021

**** June 11, 2001

Signature: Dr. Rudolf Kaindl, m.p.

Civil Law Notary - Court Commissioner

Seal: Dr. Rudolf KAINDL

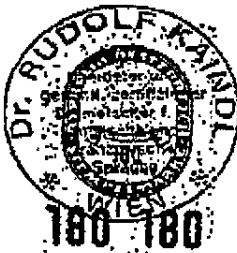
Civil Law Notary * Vienna-Donaustadt IV

Coat of Arms of the Republic of Austria

...oooOooo...

With reference to my official oath I herewith certify the exact conformity of the above translation with the attached original. _____

IN WITNESS WHEREOF I have hereunto given my signature and affixed my seal given as
Certified Court Translator in the City of Vienna, this June 11, 2001 _____



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ANNUAL FINANCIAL STATEMENTS (last entry)

- 10 Annual financial statements as of December 31, 1999,
filed on May 31, 2000

POWER OF REPRESENTATION

- 1 If more than one Managing Directors have been appointed the
company shall be represented by two Managing Directors together
or by one of them together with a "Prokurist" (Translator's note:
an authorized signatory with special powers of attorney vested in
him/her by statutory provisions).
The Shareholders' Meeting can grant to the Managing Directors
individual signing power, even if more than one Managing Directors
have been appointed.

- 1 Articles of Association of July 13, 1992
4 Shareholders' resolution of September 4, 1995
Modification of Articles Second and Third of the Articles of
Association

MANAGING DIRECTOR (commercial agent)

- A Mag. Johann Frank, born on July 10, 1948
1 individual signing power since July 21, 1992
B Mag. Wolfgang Edelmann, born on December 25, 1957
1 individual signing power since July 21, 1992

001
002
TALAN/ASSEL FLORIDA

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SHAREHOLDERS

CAPITAL CONTRIBUTION

PAID AMOUNT

- | | | | |
|---|---|-----|------------|
| A | Mag. Johann Frank, born on July 10, 1948 | | |
| 8 | | ATS | 200.000,-- |
| 8 | | ATS | 200.000,-- |
| B | Mag. Wolfgang Edelmann, born on December 25, 1957 | | |
| 8 | | ATS | 200.000,-- |
| 8 | | ATS | 200.000,-- |
| D | Flughafen Wien Aktiengesellschaft (Stock Corporation) | | |
| 5 | | ATS | 500.000,-- |
| 5 | | ATS | 500.000,-- |
| F | Ulrike Frank, born on March 17, 1952 | | |
| 8 | | ATS | 50.000,-- |
| 8 | | ATS | 50.000,-- |

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