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June 29, 2001

FEDERAL EXPRESS

Florida Department of State
Registration Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

500004458195-2
-07/03/01--01065--003
*****78.75 *****78.75

Re: Hawthorne Airport Services, Inc.

Dear Sir or Madam:

Please find enclosed duplicate originals of the Application by Foreign Corporation for Authorization to Transact Business in Florida for Hawthorne Airport Services, Inc., along with an original Certificate of Existence from the Secretary of State for South Carolina, the Transmittal Letter, and our check in the amount of \$78.75 representing the filing fee for same.

If the enclosed meets with your approval, please file the enclosed and return the certified copy to us in the enclosed Federal Express envelope.

If you have any questions regarding this matter, please do not hesitate to contact us.

Yours very truly,

Elizabeth L. Davis
Elizabeth L. Davis
Paralegal/Office Manager

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DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

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Enclosures

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Hawthorne Airport Services, Inc.
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

John H. Warren, III, Esquire
(Name of Person)
Warren & Sinkler, L.L.P.
(Firm/Company)
171 Church Street, Suite 340
(Address)
Charleston, SC 29401
(City/State and Zip code)

For further information concerning this matter, please call:

John Warren or Beth Davis at (843) 577-0660
(Name of Person) (Area Code & Daytime Telephone Number)

STREET ADDRESS:
Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- \$70.00 Filing Fee
- \$78.75 Filing Fee & Certificate of Status
- \$78.75 Filing Fee & Certified Copy
- \$87.50 Filing Fee, Certificate of Status & Certified Copy

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. Hawthorne Airport Services, 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. South Carolina 3. 57-0789093
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. February 27, 1984 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. 1200 SW 60th Avenue, Ocala, Florida 34474
(Principal office address)
1200 SW 60th Avenue, Ocala, Florida 34474
(Current mailing address)

8. To conduct an aircraft and airline service business and all activities related thereto, as well as any other legal purposes permitted.
(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: CT Corporation System
Office Address: c/o CT Corporation System
1200 South Pine Island Road
Plantation, Florida 33324
(City) (Zip code)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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.

Mary R. Adams
(Registered agent's signature)
MARY R. ADAMS
ASSISTANT SECRETARY

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 business addresses of officers and/or directors:

A. DIRECTORS

Director: T. Dean Harton

Address: 3821 N. Liberty Street
Winston-Salem, NC 27105

Vice Chairman: _____

Address: _____

Director: F. Darrell Richardson

Address: 3821 N. Liberty Street
Winston-Salem, NC 27105

Director: M. Mark Urbania

Address: 3821 N. Liberty Street
Winston-Salem, NC 27105

B. OFFICERS

President: T. Dean Harton

Address: 3821 N. Liberty Street
Winston-Salem, NC 27105

Executive Vice President: F. Darrell Richardson

Address: 3821 N. Liberty Street
Winston-Salem, NC 27105

Secretary: M. Mark Urbania

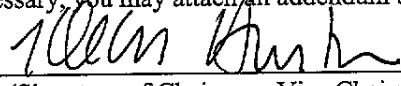
Address: 3821 N. Liberty Street, Winston-Salem, NC 27105

Treasurer: M. Mark Urbania

Address: 3821 N. Liberty Street, Winston-Salem, NC 27105

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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. T. Dean Harton, President
(Typed or printed name and capacity of person signing application)

The State of South Carolina



Office of Secretary of State Jim Miles **Certificate of Existence**

I, Jim Miles, Secretary of State of South Carolina Hereby certify that:

HAWTHORNE AIRPORT SERVICES, INC.,

a corporation duly organized under the laws of the State of South Carolina on **February 27th, 1984**, and having a perpetual duration unless otherwise indicated below, has as of the date hereof filed all reports due this office, paid all fees, taxes and penalties owed to the Secretary of State, that the Secretary of State has not mailed notice to the Corporation that it is subject to being dissolved by administrative action pursuant to Section 33-14-210 of the South Carolina Code, and that the corporation has not filed articles of dissolution as of the date hereof.

Given under my Hand and the Great Seal of the State of South Carolina this 20th day of April, 2001.

A handwritten signature in cursive script that reads "Jim Miles". The signature is written in black ink and is positioned above a horizontal line.

Jim Miles, Secretary of State