

09/27/2001

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CCRS 2050383

NO. 502

001

Division of Corporations

F01000005075**Florida Department of State**

Division of Corporations

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AL**FOREIGN PROFIT QUALIFICATION****AERO CAC SPE CORP.**

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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. Aero CAC SPE Corp.

(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

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

3. 31-1796428

(FEI number, if applicable)

4. September 4, 2001

(Date of incorporation)

5. Perpetual

(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. c/o Greenfield Partners, LLC, 50 North Water Street, South Norwalk, Connecticut 06854

(Principal office address)

Same

(Current mailing address)

8. See rider attached hereto

(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: NRAI Services, Inc.

Office Address: 526 E. Park Avenue

Tallahassee

(City)

, 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.

NRAI Services, Inc.

C. Baclet

(Registered agent's signature)

C. Baclet, Vice-President

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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12. Names and business addresses of officers and/or directors:**A. DIRECTORS**Chairman: Eugene A. GorabAddress: c/o Greenfield Partners, LLC, 60 South Water Street, South Norwalk, Connecticut 06854Vice Chairman: Barry P. MarcusAddress: c/o Greenfield Partners, LLC, 60 South Water Street, South Norwalk, Connecticut 06854Director: Dean A. SotterAddress: c/o Greenfield Partners, LLC, 60 South Water Street, South Norwalk, Connecticut 06854

Director: _____

Address: _____

B. OFFICERSPresident: See rider attached hereto

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

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. Executive Vice President

(Typed or printed name and capacity of person signing application)

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**RIDER TO PARAGRAPH 8 TO THE APPLICATION FOR CERTIFICATE OF
AUTHORITY**

To acquire, own and continue to own units of ownership interests in: Aero New Orleans, LLC; Aero Pensacola, LLC; Aero Houston East, LP; Aero Groesnmor, LP; Aero Phila, LP; Aero DFW, LP and any other entity in which it may acquire units of ownership.

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**RIDER TO PARAGRAPH 12(B) TO THE APPLICATION FOR CERTIFICATE
OF AUTHORITY**

The names and addresses of its respective officers are:

<u>Name</u>	<u>Address</u>	<u>Office</u>
Eugene A. Gorab	c/o Greenfield Partners, LLC 50 North Water Street, South Norwalk, CT 06854	President
Barry P. Marcus	Same	Executive Vice President and Secretary
Paul Altieri	Same	Executive Vice President and Treasurer
Christopher W.C. Salley	Same	Executive Vice President
Dean A. Sotter	Same	Executive Vice President

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FROM NRA1-DE.

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State of Delaware
Office of the Secretary of State

PAGE 1

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "AERO CAC SPE CORP." 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 TWENTY-FIFTH DAY OF SEPTEMBER, A.D. 2001.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "AERO CAC SPE CORP." WAS INCORPORATED ON THE FOURTH DAY OF SEPTEMBER, A.D. 2001.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

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Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1350231

DATE: 09-25-01

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