

**CORPORATE  
ACCESS,  
INC.**

**F02000001975**  
36 East Avenue Tallahassee, Florida 32303  
P.O. Box 37066 (32315-7066) ~ (850) 222-2666 or (800) 969-1666 . Fax (850) 222-1666

**WALK IN**

**PICK UP**

4/17/02

*cu*

**FILED**  
02 APR 22 AM 11:14  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**CERTIFIED COPY**

☒ **CUS**

☒ **PHOTO COPY**

☒ **FILING**

*Foreign*

Avatar Air, Inc.

(CORPORATE NAME & DOCUMENT #)

**RECEIVED**  
02 APR 17 AM 9:45  
DEPARTMENT OF MAIL  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

(CORPORATE NAME & DOCUMENT #)

(CORPORATE NAME & DOCUMENT #)

*(Signature)*

(CORPORATE NAME & DOCUMENT #)

**BK**

(CORPORATE NAME & DOCUMENT #)

8000005289009--3  
-04/17/02--01014--017  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

**SPECIAL INSTRUCTIONS**



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

April 17, 2002

CORPORATE ACCESS

TALLAHASSEE, FL

SUBJECT: AVATAR AIR, INC.  
Ref. Number: W02000010858

FILED  
02 APR 22 AM 11:14  
SECRETARY OF STATE  
TALLAHASSEE, FL  
*[Handwritten signature]*

We have received your document for AVATAR AIR, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please note that we have RETAINED your \$78.75 payment.

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the DOCUMENT SPECIALIST indicated.

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

If you have any questions concerning the filing of your document, please call (850) 245-6914.

Buck Kohr  
Corporate Specialist

Letter Number: 702A00022939

RECEIVED  
02 APR 22 AM 10:14  
DIVISION OF CORPORATIONS

Apr 19 02 04:18p

Advocate Consulting

(317) 581-4071

p.2

Apr 19 02 04:00p

Gemco, Inc.

618-346-9022

p.2

Apr 18 02 02:50p

Advocate Consulting

(317) 581-4071

p.2

## RESOLUTION OF BOARD OF DIRECTORS

(Please print or type)

I, the undersigned NANCY RYDGIG, do hereby certify  
(Name)

that this Resolution of the Board of Directors of AVATAR AIR, INC.

(Corporate Name)

a corporation duly organized and existing under the laws of the State of INDIANA

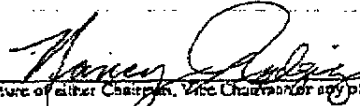
was duly adopted on APRIL 17, 2002

Be it resolved, that AVATAR AIR, INC.  
(Corporate Name)

organized and existing in the State of INDIANA, hereby adopts the name

AVATAR AIR INC. OF INDIANA for use in Florida

Dated: APRIL 17, 2002

  
Signature of either Chairman, Vice Chairman or officer

NANCY RYDGIG

Type or print name

Make checks payable to Florida Department of State and mail to:  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

1004579(1/00)

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02 APR 22 AM 11:14  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT  
BUSINESS IN FLORIDA

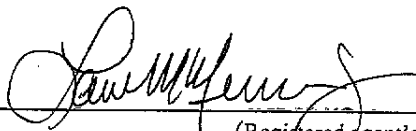
IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO  
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

FILED  
APR 22 11:14 AM  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

1. AVATAR AIR, 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. INDIANA 3. N/A  
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. APRIL 11, 2002 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. 90 ALTON ROAD, UNIT 3209, MIAMI BEACH, FL 33139  
(Principal office address)  
90 ALTON ROAD, UNIT 3209, MIAMI BEACH, FL 33139  
(Current mailing address)
8. EQUIPMENT LEASING  
(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. MEINERS, JR.  
Office Address: 2598 L'ERMITAGE LANE  
NAPLES, Florida 34105  
(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)

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

Chairman: GARY FEARS

Address: 90 ALTON ROAD, UNIT 3209

MIAMI BEACH, FL 33139

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

B. OFFICERS

President: GARY FEARS

Address: 90 ALTON ROAD, UNIT 3209

MIAMI BEACH, FL 33139

Vice President: \_\_\_\_\_

Address: \_\_\_\_\_

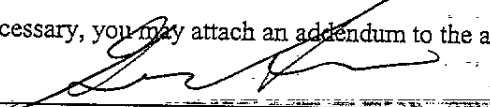
Secretary: GARY FEARS

Address: 90 ALTON ROAD, UNIT 3209, MIAMI BEACH, FL 33139

Treasurer: GARY FEARS

Address: 90 ALTON ROAD, UNIT 3209, MIAMI BEACH, FL 33139

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. GARY FEARS, PRESIDENT

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

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

STATE OF INDIANA  
OFFICE OF THE SECRETARY OF STATE  
CERTIFICATE OF EXISTENCE

FILED  
02 APR 22 AM 11:14  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

To Whom These Presents Come, Greeting:

I, SUE ANNE GILROY, Secretary of State of Indiana, do hereby certify that I am, by virtue of the laws of the State of Indiana, the custodian of the corporate records and the proper office to execute this certificate.

I further certify that records of this office disclose that

AVATAR AIR, INC.

duly filed the requisite documents to commence business activities under the laws of the State of Indiana on April 11, 2002, and was in existence or authorized to transact business in the State of Indiana on April 12, 2002.

I further certify this For-Profit Domestic Corporation has filed its most recent report required by Indiana law with the Secretary of State, or is not yet required to file such report, and that no notice of withdrawal, dissolution or expiration has been filed or taken place.



In Witness Whereof, I have hereunto set my hand  
and affixed the seal of the State of Indiana, at the  
City of Indianapolis, this Twelfth day of April, 2002.

*Sue Anne Gilroy*

SUE ANNE GILROY, Secretary of State

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