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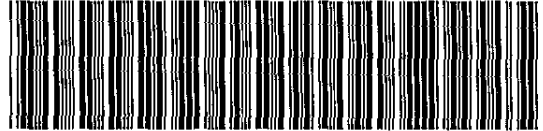
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MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____



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DIVISION OF CORPORATIONS
03 MAR 20 PM 2:29

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FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

October 17, 2002

NEA HOLDINGS, INC.
5000 NW 36th St., Bldg. 44, Suite 125
Miami International Airport
Miami, FL 33166

SUBJECT: NEA HOLDINGS, INC.

Dear Sir or Madam:

It was recently brought to our attention that the above referenced corporation may be transacting business in the state of Florida. If so, the corporation has failed to properly register with the Florida Department of State as required by law.

Enclosed please find a copy of our booklet entitled "FLORIDA BUSINESS CORPORATION ACT" and the forms and instructions for registering an out-of-state corporation to transact business in this state.

Please refer to section 607.1501; F.S., to determine if the above referenced corporation's activities in the state of Florida constitute the transaction of business. If after reviewing this section you determine that the corporation's activities in this state do not constitute the transaction of business, please submit an affidavit to that effect. Please include specific details regarding the corporation's activities in Florida and the specific statutory cite which allows the corporation's non-registration with this office.

If the corporation is transacting business in Florida, please complete and submit the enclosed APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA. A certificate of status, dated no more than 90 days, duly authenticated by the secretary of state and a check made payable



NEA HOLDINGS, INC.
Page Two
October 17, 2002

to the Florida Department of State for the appropriate fees must accompany the application.

To avoid the necessity of any further action, please return the affidavit or application to the attention of the undersigned within 30 days. A self-addressed envelope is enclosed for your convenience.

Should you have any questions concerning this matter, please do not hesitate to get in touch.

Sincerely,

(Mrs.) Brenda L. Tadlock
Sr. Section Administrator
Registration Section
(850) 245-6911
btadlock@mail.dos.state.fl.us

/blt

Enclosures

bc: The Hon. Joseph Ghougassian, J.D., Ph.D.

TO: Gerry York, General Counsel's Office
FROM: ^{blt} Brenda L. Tadlock, Registration Section
DATE: January 17, 2003
SUBJECT: NEA HOLDINGS, INC.

The attached file is being forwarded to you for appropriate handling.

Please be advised that as of today's date the above referenced entity has failed to respond to our letter of October 17, 2002.

Should you have any further questions concerning this matter, please do not hesitate to get in touch.

/blt

Attachments



FLORIDA DEPARTMENT OF STATE
Kenneth Detzner
Secretary of State
OFFICE OF THE GENERAL COUNSEL

FACSIMILE TRANSMITTAL

TO FAX NUMBER: 305-883-4677

Please deliver the following pages to:

NAME: Eric Piolet, NEA Holdings, Inc.

SENDER: Gerard T. York
Assistant General Counsel
850/245-6514



DATE/TIME: 01/23/03 4:05 PM

NUMBER OF PAGES (including transmittal sheet): 3

FROM FAX: 850/245-6125

COMMENTS: This Office has yet to receive a response to the attached correspondence. To avoid litigation, this matter must be resolved immediately.

107 WEST GAINES STREET • 119 THE COLLINS BUILDING
• TALLAHASSEE, FLORIDA 32399-0250

1/27/03: Phuongassan:
(305)-883-4677.



**FLORIDA DEPARTMENT OF STATE
Kenneth Detzner
Secretary of State
OFFICE OF THE GENERAL COUNSEL**

F A C S I M I L E T R A N S M I T T A L

TO FAX NUMBER: 305-871-4677

Please deliver the following pages to:

NAME: Eric Paillet, NEA Holdings, Inc.

**SENDER: Gerard T. York
 Assistant General Counsel
 850/245-6514**

DATE/TIME: 01/27/03 5:10 PM

NUMBER OF PAGES (including transmittal sheet): 3

FROM FAX: 850/245-6125

COMMENTS: As of this date, the Department has yet to receive a response to the attached correspondence. To avoid litigation, this matter must be resolved immediately.

**107 WEST GAINES STREET • 119 THE COLLINS BUILDING
• TALLAHASSEE, FLORIDA 32399-0250**

York, Gerard

From: York, Gerard
Sent: Tuesday, January 28, 2003 8:35 AM
To: 'bmiller@brooksmiller.com'
Subject: Re: NEA Holdings, Inc.

Information received by the Florida Department of State suggests that this entity has been transacting business in Florida as defined in section 607.1501, Florida statutes, since 2001. Pursuant to a telephone message from Eric Paillet, please contact me at your earliest convenience to discuss this matter.

Gerard T. York
Assistant General Counsel
Florida Department of State
Room 119, The Collins Building
107 West Gaines Street
Tallahassee, Florida 32399-0250
850-245-6514
Facsimile: 850-245-6125

305
372
0660



FLORIDA DEPARTMENT OF STATE
Kenneth Detzner
Secretary of State
OFFICE OF THE GENERAL COUNSEL

FACSIMILE TRANSMITTAL

TO FAX NUMBER: 305-372-0660

Please deliver the following pages to:

NAME: ³⁰⁵⁻³⁷²⁻⁰⁹⁰⁰ Brooks Miller, Esq.

COMPANY: RE: NEA Holdings, Inc.

CITY/STATE: Miami, Florida

SENDER: Gerard T. York, Esq.,
Assistant General Counsel

DATE/TIME: 01/28/03 1:43 PM

NUMBER OF PAGES (including transmittal sheet):2

FROM FAX: 850/245-6125

COMMENTS: Thank you for contacting the Florida Department of State.
This facsimile is in response to our conversation today
regarding annual report fees and statutory penalties due from
NEA Holdings, Inc.

We would offer to settle this matter of annual report fees and
statutory penalties for the amount of \$1,300.00, reflecting annual
report fees from 2001 of \$300.00 and statutory penalties of \$1,000.00
assessed at the statutory minimum of \$500.00 per year. This offer
remains in effect until February 28, 2003.

2/12/03
Miller:

~~no response~~
no client
response ...

3/3/03

no client
response yet:
BH recommends
settlement

Upon completion of the application to transact business in Florida Department of State receipt of a check for \$1,300.00 payable to the Department of State, Division of Corporations, I will instruct the Division of Corporations to issue NEA Holdings, Inc., a Certificate of Authority to transact business in Florida. Please mail the check to this attorney at: Office of General Counsel, 107 West Gaines Street, 119 The Collins Building, Tallahassee, Florida 32399-0250.

**107 WEST GAINES STREET • 119 THE COLLINS
BUILDING • TALLAHASSEE, FLORIDA 32399-0250**

York, Gerard

From: bcm@attbi.com
Sent: Tuesday, March 04, 2003 4:20 PM
To: GYork@mail.dos.state.fl.us
Subject: NEQ Holdings

Hi Jerry.

I think I have convinced them to go ahead and pay the "fine" but I have lost the email you sent me with the settlement offer.

Could you please resend it?___

What would be the outside date they could make payment?

Thanks for your assistance.

Brooks Miller
1690 Wachovia Financial Center
200 S. Biscayne Boulevard
Miami, FL 33131
tel 305.372.0900
fax 305.372.0660



FLORIDA DEPARTMENT OF STATE
Glenda Hood
Secretary of State
OFFICE OF THE GENERAL COUNSEL

F A C S I M I L E T R A N S M I T T A L

TO FAX NUMBER: 760-745-3010

Please deliver the following pages to:

NAME: Joseph Ghoughassian

SENDER: Gerard T. York
Acting General Counsel
850/245-6514

DATE/TIME: 03/04/03 1:23 PM

NUMBER OF PAGES (including transmittal sheet): 3

FROM FAX: 850/245-6125

COMMENTS: FYI re: NEA Holdings, Inc. Settlement Offer

500 SOUTH BRONOUGH STREET • ROOM 123, THE R. A. GRAY
BUILDING • TALLAHASSEE, FLORIDA 32399-0250

BROOKS C. MILLER P.A.

ATTORNEYS WITH A GLOBAL PERSPECTIVE™

1690 FIRST UNION FINANCIAL CENTER

200 SOUTH BISCAYNE BOULEVARD

MIAMI, FLORIDA 33131

BROOKS C. MILLER

EMAIL: BMILLER@BROOKSMILLER.COM

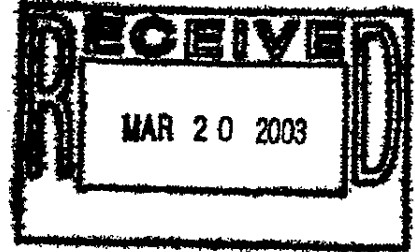
TELEPHONE: 305.372.0900

FACSIMILE: 305.372.0660

March 19, 2003

VIA FEDEX

Gerald T. York, Esq.
Acting General Counsel
Florida Department of State
Room 123, The R.A. Gray Building
500 South Bronough Street
Tallahassee, Florida 32399-0250



Re: NEA Holdings, Inc. ("NEA")
Application by Foreign Corporation for Authorization to
Conduct Affairs In Florida pursuant to Fla Stat §617.1503

Dear Mr. York:

NEA has agreed to the Department of State's proposed settlement in this matter given your email of March 4, 2003 extending the period of time for NEA to accept that offer. In accordance with the terms of that settlement, enclosed is the check from NEA in the sum of \$1,300.00 made payable to the Department of State, Division of Corporations ✓

In addition, we have enclosed the original NEA application by foreign corporation for authorization to transact business in Florida including a certificate of good standing issued by the Delaware Secretary of State. The date of first doing business has been indicated to be 2001 only because that is the beginning date for the penalties the Department is recovering pursuant to the settlement and not because NEA admits that it was doing business in Florida as of that date. ✓

Thank you very much for your cooperation. Please do not hesitate to contact us should you have any questions, comments, or problems.

Very truly yours,

Brooks C. Miller, P.A.

Brooks C. Miller

Enclosures

cc: NEA Holdings, Inc.



Department of State

Memorandum Office of the General Counsel

TO: File

FROM: Gerard York, Assistant General Counsel

DATE: March 20, 2003

RE: NEA Holdings, Inc.

Based on my review of the file and the payments received from the corporation, it is my recommendation that this file be closed. Corporation has paid outstanding report fees from 2001 of \$300.00 and foreign non-qualified penalties from 2001 of \$930.00 assessed at the statutory minimum, plus a filing fee of \$70.00. Corporation wishes to be qualified to transact business in Florida. Accordingly, it is recommended this corporation be issued a certificate of authority.

/gtv

**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. NEA HOLDINGS, 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. 51-0406357
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. FEBRUARY 2001 5. PERPETUAL
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. 2001
(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. 615 WEST 18 STREET, WILMINGTON, DE 19802
(Principal office address)

615 WEST 18 STREET, WILMINGTON, DE 19802
(Current mailing address)

8. AIRCRAFT SALES / 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)

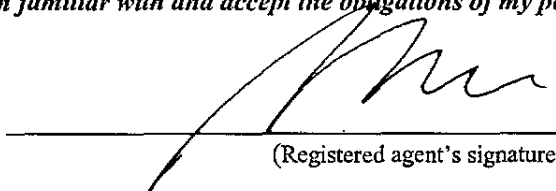
Name: BROOKS G. MILLER, PA

Office Address: 1690 FIRST UNION FINANCIAL CENTER, 200 S. BISCAYNE BLVD.

M.I.A.M.I., Florida 33131
(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.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
03 MAR 20 PM 2:29

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

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: ERIC PAILLET

Address: 3011 NW 71ST STREET

COCONUT CREEK, FL 33073

Vice President: DAVID GONZALEZ, JR.

Address: 2401 S. OCEAN DRIVE, APT 204,

HOLLYWOOD, FL 33019

Secretary: ALBA HEIKKILA

Address: 508 EAST DRIVE, MIAMI SPRINGS, FL 33166

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. ERIC PAILLET PRESIDENT

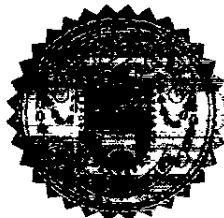
(Typed or printed name and capacity of person signing application)

Delaware

The First State

PAGE 1

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "NEA HOLDINGS, 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 TWENTIETH DAY OF FEBRUARY, A.D. 2003.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State