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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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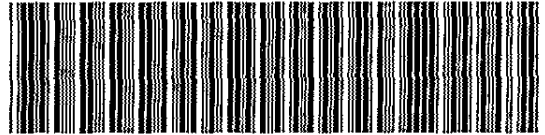
(Business Entity Name)

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August 6, 2003

FEDERAL EXPRESS

Registration Section
Division of Corporations
Florida Secretary of State
409 East Gaines Street
Tallahassee, FL 32399

Re: BHA Aviation Inc., a Delaware corporation
Application by Foreign Corporation for
Authorization to Transact Business in Florida

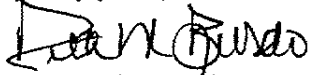
Dear Sir or Madam:

In connection with the registration of BHA Aviation Inc., a Delaware corporation, to transact business in Florida, enclosed please find:

1. Application by Foreign Corporation for Authorization to Transact Business in Florida;
2. Certificate of Good Standing from the Delaware Secretary of State;
3. Our firm's check in the amount of \$70 for the appropriate filings fees; and
4. A self-addressed stamped envelope in which to return a date-stamped copy of the filed Application.

Thank you for your assistance in this matter. If you have any questions or comments, please contact me.

Very truly yours,


Rita M. Burdo, Legal Assistant
MITCHELL D. SCHEPPS

enclosures

cc: Mr. Martin Atkins (w/enc.)
Don Dorra, CPA (w/enc.)

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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. BHA AVIATION INC.

(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" OR words or abbreviations of like import in language as will clearly indicated 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. 65-1002824

(FEI number, if applicable)

4. March 30, 2000

(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. 12575 U.S. Highway One, Suite 201, Juno Beach, Florida 33408

(Principal office address)

12575 U.S. Highway One, Suite 201, Juno Beach, Florida 33408

(Current mailing address)

8. Leasing and related activities

(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:

Martin Atkins

Office Address:

12575 U.S. Highway One, Ste. 201

City, State and Zip:

Juno Beach, FL 33408

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:



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11. Attached is a certificate of existence duly authenticated, not more than ninety (90) days prior to the 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:**

Name: Martin Atkins
Office Address: 12575 U.S. Highway One, Ste. 201
City, State and Zip: Juno Beach, FL 33408

Name: Joseph Lubeck
Office Address: 12575 U.S. Highway One, Ste. 201
City, State and Zip: Juno Beach, FL 33408

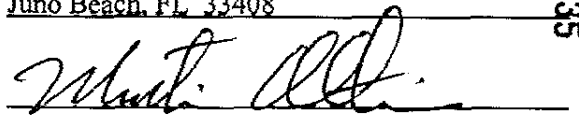
B. **OFFICERS:**

President and Treasurer Martin Atkins
Address: 12575 U.S. Highway One, Ste. 201
City, State and Zip: Juno Beach, FL 33408

Vice President and Secretary Joseph Lubeck
Address: 12575 U.S. Highway One, Ste. 201
City, State and Zip: Juno Beach, FL 33408

13. Signature of Director or Officer listed in #12 of the Application:

Printed Name: MARTIN ATKINS



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Delaware

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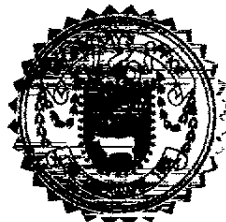
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "BHA AVIATION 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 FIFTH DAY OF AUGUST, A.D. 2003.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "BHA AVIATION INC." WAS INCORPORATED ON THE THIRTIETH DAY OF MARCH, A.D. 2000.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3203749 8300

AUTHENTICATION: 2565725

030510311

DATE: 08-05-03