

FD400000/382

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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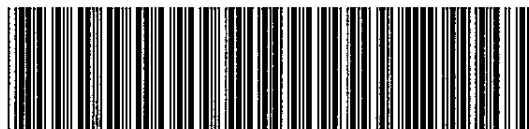
(Business Entity Name)

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TALLAHASSEE, FLORIDA

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TALLAHASSEE, FLORIDA

J. BRYAN MAR 15 2004



CORPORATION SERVICE COMPANY™

ACCOUNT NO. : 072100000032

REFERENCE : 484506 4307875

AUTHORIZATION

Patricia Pigato

COST LIMIT : \$ 70.00

ORDER DATE : March 9, 2004

ORDER TIME : 2:16 PM

ORDER NO. : 484506-010

CUSTOMER NO: 4307875

CUSTOMER: Ms. Trish Johnson
Gibson Dunn & Crutcher LLP
Suite 900
1050 Connecticut Avenue, N.W.
Washington, DC 20036

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TALLAHASSEE, FLORIDA

FOREIGN FILINGS

NAME: INDEPENDENCE AIR, INC.

XXXX QUALIFICATION (TYPE: CQ)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Darlene Ward -- EXT# 2935

EXAMINER: _____

**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.*

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1. Independence Air, Inc.

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"
"Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Delaware

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

3. _____

(FEI number, if applicable)

4. March 9, 2004

(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. 45200 Business Court, Suite 100, Dulles, VA 20166

(Principal office address)

45200 Business Court, Suite 100, Dulles, VA 20166

(Current mailing address)

8. Air carrier

(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: Corporation Service Company

Office Address: 1201 Hays Street

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.

Corporation Service Company

**Cynthia L. Harris
as its agent**

Cynthia L. Harris

(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: Kerry B. Skeen

Address: 45200 Business Court, Suite 100, Dulles, VA 20166

Vice Chairman: _____

Address: _____

Director: Thomas J. Moore

Address: 45200 Business Court, Suite 100, Dulles, VA 20166

Director: _____

Address: _____

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B. OFFICERS

President: See attached list of officers.

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 Director or Officer listed in number 12 of the application)

14. Richard J. Kennedy, Vice President & Secretary

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

ATTACHMENT TO APPLICATION BY FOREIGN CORPORATION
FOR AUTHORITY TO TRANSACT BUSINESS IN FLORIDA
OF
INDEPENDENCE AIR, INC.

12. B. OFFICERS

CEO	Kerry B. Skeen	45200 Business Court, Dulles, VA 20166
Pres & COO	Thomas J. Moore	45200 Business Court, Dulles, VA 20166
Exec VP, CFO, Treas & Asst Sec.	Richard Surratt	45200 Business Court, Dulles, VA 20166
VP & Sec	Richard J. Kennedy	45200 Business Court Dulles, VA 20166
VP, Controller & Asst Sec.	David W. Asai	45200 Business Court, Dulles, VA 20166

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Delaware

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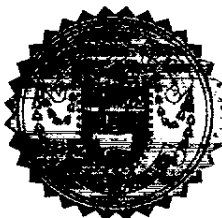
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "INDEPENDENCE AIR, 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 TENTH DAY OF MARCH, A.D. 2004.

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

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "INDEPENDENCE AIR, INC." WAS INCORPORATED ON THE NINTH DAY OF MARCH, A.D. 2004.

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TALLAHASSEE, FLORIDA



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

3774851 8300

AUTHENTICATION: 2980210

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DATE: 03-10-04