

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. OPUS AIR GROUP 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

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

3. APPLIED FOR

(FEI number, if applicable)

4. 02/09/04

(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. 4001 KENNET PIKE 34-588 WILMINGTON, DE 19807

(Principal office address)

(Current mailing address)

8. Aircraft management.

(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: A1A Registered Agent Inc.

Office Address: 92 Sadberry Road

Quincy

(City)

, Florida

32351

(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.

x Paul Smith Paul Smith V.P.

(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
04 APR 16 AM 10:38
STATE

Apr 16 04 06:21p AIR

3056752811

P. 4

H04000081835 3

04/16/2004 13:26 FAX 3108413055
Apr 16 04 05:17p AIR

C-LEASE

002/002
P. 3

3056752811

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

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: HASSAR EZZEZROUI

Address: 7853 GUMN HIGHWAY #319 TAMPA, FL 33636

Director: _____

Address: _____

B. OFFICERS

President: KAYOKO SWIKART

Address: 7853 GUMN HIGHWAY #319 TAMPA, FL 33636

Vice President: _____

Address: _____

Secretary: _____

Address: _____

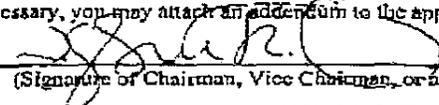
Treasurer: _____

Address: _____

04 APR 16 AM 10:38

FILED
SECRETARY OF STATE
TAMPA, FLORIDA

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

H04000081835 3

Apr 16 04 06:21p R1A

3056752811

P. 2

H04000081835 3

04/15/04 12:18 FAX 3028880398

002

Delaware

PAGE 1

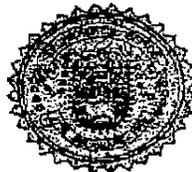
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "OPUS AIR GROUP, 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 FIFTEENTH DAY OF APRIL, A.D. 2004.

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

04 APR 16 AM 10:38

FILED
SECRETARY OF STATE
DELAWARE



3762511 8300

040276493

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3054434

DATE: 04-15-04

H04000081835 3