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FOREIGN PROFIT QUALIFICATION

Kitty Hawk Air Cargo, Inc.

Certificate of Status	1
Certified Copy	0
Page Count	05
Estimated Charge	\$3,528.75

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J. BRYAN MAR 18 2005

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. Kitty Hawk Airargo, 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. Texas 3. 75-2253410
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 01/11/1989 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. 10/01/2002
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 1515 W. 20th Street, DFW International Airport, TX 75261
(Principal office address)
- same
(Current mailing address)

8. Transportation of Cargo
(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 NOT acceptable)

Name: CT Corporation System

Office Address: 1200 South Pine Island Road

Plantation, Florida 33324
(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.

CT Corporation System

Terri Altberry
Assistant Secretary

By: [Signature]
(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: _____

Address: _____

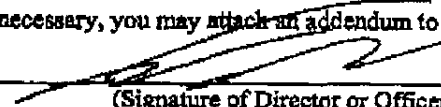
Vice Chairman: _____

Address: _____

Director: Bob ZollerAddress: 1515 W. 20th StreetDFW International Airport, TX 75261

Director: _____

Address: _____

B. OFFICERS *SEE ATTACHMENT*President: Bob ZollerAddress: 1515 W. 20th StreetDFW International Airport, TX 75261Vice President: Steve MarkhoffAddress: 1515 W. 20th StreetDFW International Airport, TX 75261Secretary: Steve MarkhoffAddress: 1515 W. 20th Street DFW International Airport, TX 75261Treasurer: Randy LeiserAddress: 1515 W. 20th Street DFW International Airport, TX 75261**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. Steve Markhoff, Vice President
(Typed or printed name and capacity of person signing application)FILED
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TALLAHASSEE, FLORIDA

Attachment to Florida
Officers & Directors

-
- | | | |
|----|-------------------|--------------------------------|
| 1. | Full Name: | Bob Zoller |
| | Officer/Director: | Officer, Director |
| | Officer's Title: | President |
| | Director's Title: | Other Director |
| | Business Address: | 1515 W. 20th Street |
| | City: | DFW International Airport |
| | State: | TX |
| | ZIP Code: | 75261 |
| 2. | Full Name: | Steve Markhoff |
| | Officer/Director: | Officer |
| | Officer's Title: | Vice President, Secretary |
| | Business Address: | 1515 W. 20th Street |
| | City: | DFW International Airport |
| | State: | TX |
| | ZIP Code: | 75261 |
| 3. | Full Name: | Randy Leiser |
| | Officer/Director: | Officer |
| | Officer's Title: | Vice President, CFO, Treasurer |
| | Business Address: | 1515 W. 20th Street |
| | City: | DFW International Airport |
| | State: | TX |
| | ZIP Code: | 75261 |

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Corporations Section
P.O.Box 13697
Austin, Texas 78711-3697



Roger Williams
Secretary of State

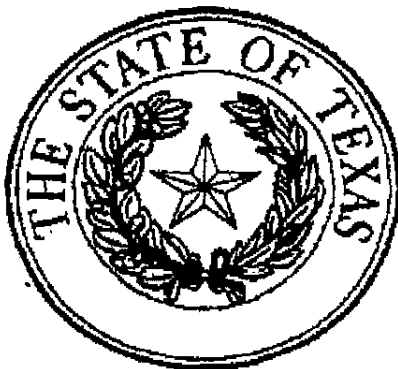
Office of the Secretary of State

The undersigned, as Secretary of State of Texas, does hereby certify that the document, Articles Of Incorporation for KITTY HAWK AIRCARGO, INC. (filing number: 110018700), a Domestic Business Corporation, was filed in this office on January 11, 1989.

It is further certified that the entity status in Texas is active.

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In testimony whereof, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in Austin, Texas on February 24, 2005.



A handwritten signature of Roger Williams in black ink.

Roger Williams
Secretary of State