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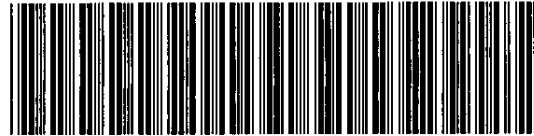
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DIVISION OF CORPORATIONS
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B. McKnight NOV 15 2006

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: Newair, Inc.

(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida," "Certificate of Existence," and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Nydia Menendez, Esq.

(Name of Person)

The Law Office of Nydia Menendez, LLC

(Firm/Company)

2699 Stirling Road, B-200

(Address)

Fort Lauderdale, Florida 33312

(City/State and Zip code)

For further information concerning this matter, please call:

Nydia Menendez, Esq. at (954) 963-7220

(Name of Person)

(Area Code & Daytime Telephone Number)

STREET/COURIER ADDRESS:

New Filing Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

New Filing Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

☐ \$70.00 Filing Fee

☐ \$78.75 Filing Fee &
Certificate of Status

☐ \$78.75 Filing Fee &
Certified Copy

☒ \$87.50 Filing Fee,
Certificate of Status &
Certified Copy

(2)

**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. Newair, 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. 13-3717695

(FEI number, if applicable)

4. 4/1993

(Date of incorporation)

5. "perpetual"

(Duration/ Year corp. will cease to exist or "perpetual")

6. 2000 - See letter dated November 8, 2006

(Date first transacted business in Florida, if prior to registration)

(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. c/o Pitney Hardin LLP

(Principal office address)

7 Times Square New York, NY 10036-7311

(Current mailing address)

8. Aircraft leasing - transportation

(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: Nydia Menendez
The Law Offices of Nydia Menendez, LLC

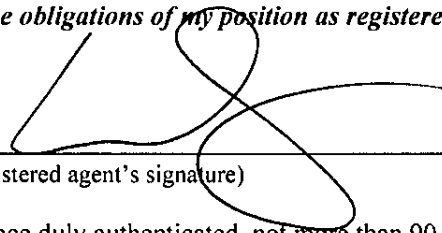
Office Address: 2699 Stirling Road, Building B, Suite 200
Ft. Lauderdale, Florida 33312

(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.

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

A. DIRECTORS

Chairman: DAVID B. NEWMAN

Address: Pitney Hardin LLP 7 Times Square
New York, N.Y. 10036

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: David B. Newman

Address: c/o Pitney Hardin, LLP
7 Times Square, New York, NY 10036-7311

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. David B. Newman

(Signature of Director or Officer listed in number 12 of the application)

14. David B. Newman - President

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

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT "NEWAIR INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE NOT HAVING BEEN CANCELLED OR DISSOLVED SO FAR AS THE RECORDS OF THIS OFFICE SHOW AND IS DULY AUTHORIZED TO TRANSACT BUSINESS.

THE FOLLOWING DOCUMENTS HAVE BEEN FILED:

CERTIFICATE OF INCORPORATION, FILED THE TWENTY-SECOND DAY OF APRIL, A.D. 1993, AT 9 O'CLOCK A.M.

CERTIFICATE OF CORRECTION, FILED THE THIRTIETH DAY OF APRIL, A.D. 1993, AT 9 O'CLOCK A.M.

CERTIFICATE OF RENEWAL, FILED THE FIFTEENTH DAY OF NOVEMBER, A.D. 1999, AT 5 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE AFORESAID CORPORATION, "NEWAIR INC.".

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.

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Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5174308

DATE: 11-06-06

The Law Office of Nydia Menéndez, LLC

2699 Stirling Road, Building B, Suite 200, Fort Lauderdale, Florida 33312

November 8, 2006

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VIA US Mail

Florida Department of State
Division of Corporations
Corporate Filings
Post Office Box 6327
Tallahassee, Florida 32314

Please reply to:

nydia@menendezlawfirm.com
Telephone: (954) 963-7220
Facsimile: (954) 963-7232

Re: Registration of Newair, Inc. with Florida Department of State

To Whom It May Concern:

Enclosed herewith is the completed registration of a foreign company, Newair, Inc.. ("Newair").

STATEMENT OF FACTS

Newair was incorporated in 1993 in the State of Delaware, and is domiciled in Delaware.

Newair is in the business of leasing an aircraft for the purpose of transporting persons. In other words, Newair is engaged in interstate commerce.

Newair does not have an office in the State of Florida. Newair, however, does make infrequent visits into the Florida.

Although the company was incorporated in 1993, the first aircraft was purchased in 1995. That was a small Cessna II. From 1995 to 2000, Newair may have made trips into Florida; but if it did, the trips were very infrequent. There are no records readily available to Newair to confirm or discount travel into Florida going back prior to 2000.

In 2000 Newair purchased an Astra, which is a larger jet. Based on the recollection of some staff and the pilots, it was after the Astra was purchased that Newair started coming into Florida to transact business on a much more regular basis. This pattern has remained consistent. Newair, however, does not have any conclusive documentation to establish the exact point in time when their plane(s) started coming into Florida.

In 2000, Newair also leased a Baron aircraft (small island hopper type plane) which was mainly used to fly between the Caribbean islands. This plane was then purchased by Newair in May 2003. The Baron is a small plane and does not fly into the states for

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commercial/business purposes. When it does fly into Florida it is for repairs or maintenance.

Given the scarcity of business done in Florida and the lack of connections with the State, Newair was unaware it had any filing obligations with the State.¹ Newair became aware of their obligation to register with the Department of State because Newair was contacted by the Department of Revenue regarding a potential Income Tax liability. As a result of examining its Corporate Income Tax filing obligations to the State of Florida, Newair was advised that it also had other tax liabilities, in addition to the obligation to register with the Department of State. Accordingly, Newair is now in the process of rectifying its omitted obligations, including its obligation to register with the Department of State.

REQUEST FOR COMPROMISE

Given the facts and circumstances of Newair, we hereby respectfully request that the Department of State accept Newair's registration to do business in the State. In doing so, we submit that notwithstanding the date of incorporation, to the best of Newair's knowledge, Newair began flying its aircraft into Florida –i.e., doing business in the State – on or about 2000. Newair hereby respectfully requests that the Department of State accept this as the year in which Newair began doing business in Florida and that the penalties and other amounts due be assessed therefrom.

Section 617.1502(4), F.S., provides as follows:

A foreign corporation which conducts its affairs in this state without authority to do so shall be liable to this state for the years or parts thereof during which it conducted its affairs in this state without authority in an amount equal to all fees and taxes which would have been imposed by this act upon such corporation had it duly applied for and received authority to conduct its affairs in this state as required by this act. In addition to the payments thus prescribed, such corporation shall be liable for a civil penalty of not less than \$500 or more than \$1,000 for each year or part thereof during which it conducts its affairs in this state without a certificate of authority. The Department of State may collect all penalties due under this subsection.

Given the fact that Newair had not registered due to ignorance of the law and that Newair has voluntarily come to the Department of State to register and come into compliance, Newair hereby respectfully requests the Department to apply the minimum penalty of

¹ In fact, Newair gathered the travel log information and has determined that over the last twelve (12) month period they have traveled 24,298 Florida miles, and 246,096 miles everywhere. This calculates to a factor of .098734. That is, less than 10% of the air travel of Newair's aircraft is into Florida.

Page 3 of 3
November 8, 2006
Florida Dept. of State

\$500 per year. Newair is hereby remitting to the Department (2000-2006 = 6 years x \$500/yr = \$3,000) as an indication of its good faith attempt to be in compliance immediately.

In support of Newair's application for registration with the Department of State, we are enclosing herewith:

- A Certificate of Existence from the State of Delaware, Newair's state of incorporation, issued on November 6, 2006.
- A check in the amount of \$87.50, representing payment for the Filing Fee, a Certificate of Status and a Certified Copy.
- A check in the amount of \$3,000 representing the penalties imposed pursuant to section 617.1502(4), F.S.
- A check in the amount of \$900.00 representing payment for the annual report filing fee in the amount of \$150 per year for six years.

CONCLUSION

Wherefore, Newair hereby remits to the Florida Department of State the aggregate sum of \$3,987.50, representing payments required by the State so that Newair can be registered to do business and in compliance with the State. These payments also represent payment for statutory penalties and past amounts that would have been due.

We appreciate your prompt attention to this matter. If you have any questions, please do not hesitate to call on us. In the meantime, we remain ...

Sincerely yours,
THE LAW OFFICE OF NYDIA-MENÉNDEZ, LLC

Nydia Menéndez
Attorney at Law

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