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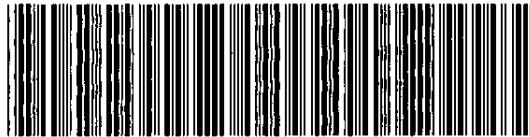
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2009 APR 20 PM 12:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

J. Shivers APR 21 2009

W09-15308



FLORIDA DEPARTMENT OF STATE
Division of Corporations

April 1, 2009

ROBIN HELMS, LEGAL DEPARTMENT
1640 HEMPSTEAD TURNPIKE
EAST MEADOW, NY 11554

SUBJECT: LUFTHANSA CARGO AKTIENGESELLSCHAFT, INC.
Ref. Number: W09000015308

We have received your document for LUFTHANSA CARGO AKTIENGESELLSCHAFT, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Pursuant to section 607.1502(4), 617.1502(4) or 608.502(4), Florida Statutes, this office collects a civil penalty of \$1000 for each year this entity transacted business or conducted its affairs in Florida prior to qualification and the appropriate annual report/uniform business report fees that would have been due this office had the entity qualified the year it began operations in this state. The amount due this office to cover both annual report/uniform business report and penalty fees is \$17,515.00.

Please return the corrected original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6929.

Justin M Shivers
Regulatory Specialist II
New Filing Section

Letter Number: 609A00011016

10,015



Lufthansa

Your reference

Our reference Date

Telephone

NYC CJ/U

30 March 2009 (516)296-9284

Fax: (516)296-9399

VIA FED EX

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

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2009 APR 20 PM 12:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: Two (2) Application for Certificate of Authority documents

To Whom It May Concern:

Please find enclosed the following for review:

1. Check (\$87.50), Application for Certificate of Authority for Deutsche Lufthansa Aktiengesellschaft (Lufthansa German Airlines), the certified German Certificate of Good Standing, and a self addressed stamped envelope.
2. Check (\$87.50), Application for Certificate of Authority for Lufthansa Cargo Aktiengesellschaft (Lufthansa Cargo) the certified German Certificate of Good Standing, and a self addressed stamped envelope.

Thank you and if you have any questions, please do not hesitate to call me.

Respectfully,

Robin Helms
Paralegal NYC CJ/U
Lufthansa German Airlines
1640 Hempstead Turnpike
East Meadow, NY 11554
Phone: 516-296-9284
Fax: 516-296-9399
Email: robin.helms@dlh.de

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2009 MAR 31 PM 2:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Encl.



COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: Lufthansa Cargo Aktiengesellschaft, 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:

Robin Helms, Legal Department

(Name of Person)

Lufthansa German Airlines

(Firm/Company)

1640 Hempstead Turnpike

(Address)

East Meadow, NY 11554

(City/State and Zip code)

For further information concerning this matter, please call:

Robin Helms at (516) 296-9284

(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

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TALLAHASSEE, FLORIDA

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Lufthansa

Your reference

Your reference

Your reference

NYC CJ/U

15 April 2009

(516)296-9234

Fax: (516)296-9399

VIA CERTIFIED MAIL

Jason M. Shivers
Regulatory Specialist II
New Filing Section
Florida Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

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2009 APR 20 PM 12:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: Applications for Certificate of Authority
Deutsche Lufthansa Aktiengesellschaft, ref. no. W09000015312
Lufthansa Cargo Aktiengesellschaft, ref. no. W09000015308

Dear Mr. Shivers:

We are in receipt of your two letters dated April 1, 2009, referenced above. We would like to take the opportunity to respectfully appeal the decision of the State of Florida in imposing these fines.

As previously noted, both Deutsche Lufthansa Aktiengesellschaft and its fully owned subsidiary, Lufthansa Cargo Aktiengesellschaft were owned and operated by the German Government until the mid-1990's. Thereafter the company was privatized. During the time that the company was an instrumentality of the German government and through the present time, the Lufthansa companies operated to the United States pursuant to treaties between the Federal Republic of Germany and the United States of America. Our authority to operate to the various States of the United States stems from those Air Transportation Treaties between the respective federal governments. Such authority granted by the Federal government is still in effect today¹.

We recently approached the State of Florida in good faith for the purpose of complying with its registration requirements despite the fact that the authority to operate to the

¹ Lufthansa is permitted to operate in the United States pursuant to an Executive Order of the President of the United States, 7 UST 527, TIAS 3536, 275 UNTS 3; 1 U.S.C. §112(a).

Furthermore, this is buttressed by another treaty, the Treaty of Friendship, Commerce and Navigation between the Federal Republic of Germany and the United States of America, signed October 29, 1954; entered into force July 14, 1956, 7 UST 1839, TIAS 3593, 273 UNTS 3.

State is granted by the United States Government. Nevertheless, we want to abide by the determination of the State of Florida that the Lufthansa companies should file the requisite registration forms. We have every intention of filing such registrations.

However, we believe that imposing a penalty under the circumstances is not appropriate. We have willingly come forward voluntarily and we trust that the State will take that into consideration and rescind the fines.

We respectfully request that the State of Florida reevaluate these fines taking all these issues into consideration.

If you have any questions, or would like to speak with me regarding this matter, please do not hesitate to call me at (516) 296-9234. Thank you for your attention to this matter.

Sincerely,



Arthur J. Molins
Lufthansa German Airlines
General Counsel, North America

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2009 APR 20 PM 12:04

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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. Lufthansa Cargo Aktiengesellschaft, 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. Germany

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

3. _____

(FEI number, if applicable)

4. October 11, 1994

(Date of incorporation)

5. Perpetual

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

6. October 11, 1994 ✱

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

7. 1640 Hempstead Turnpike, East Meadow NY 11554

(Principal office address)

Same

(Current mailing address)

8. Foreign Air Cargo 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:

CT Corporation System

Office Address:

1200 South Pine Island Rd

Plantation

(City)

, Florida

33324

(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.



Lufthansa is permitted to operate in the United States pursuant to an Executive Order of the President of the United States, 7 UST 527, TIAS 3536, 275 UNTS 3; 1 U.S.C. §112(a).

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TALLAHASSEE, FLORIDA

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

A. DIRECTORS

Chairman: Dr. Roland Busch
Address: Von-Gablenz-Strasse 2-6
D-50679 Cologne, Germany

Vice Chairman: Karl-Heinz Kopfle
Address: Von-Gablenz-Strasse 2-6
D-50679 Cologne, Germany

Director: Dr. Andreas Otto
Address: Von-Gablenz-Strasse 2-6
D-50679 Cologne, Germany

Director: Carsten W. Spohr
Address: Von-Gablenz-Strasse 2-6
D-50679 Cologne, Germany

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TALLAHASSEE, FLORIDA

B. OFFICERS

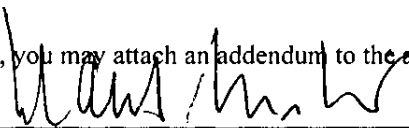
President: _____
Address: _____

Vice President: Klaus Holler
Address: 3400 Peachtree Rd., Ste. 1225
Atlanta, GA 30326

Secretary: _____
Address: _____

Treasurer: _____
Address: _____

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

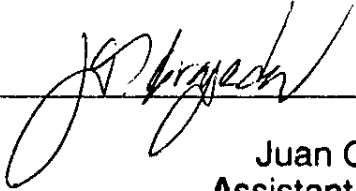
13. 
(Signature of Director or Officer listed in number 12 of the application)

14. Klaus Holler, Vice President-the Americas
(Typed or printed name and capacity of person signing application)

Registered Agent's Acceptance for Lufthansa Cargo Aktiengesellschaft:

Having been named as registered agent and to accept service of process for 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



Juan Grajeda
Assistant Secretary

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFIED PRINTOUT
OF THE COMMERCIAL REGISTER
WITH TRANSLATION
IN ENGLISH LANGUAGE



SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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CIVIL LAW NOTARY

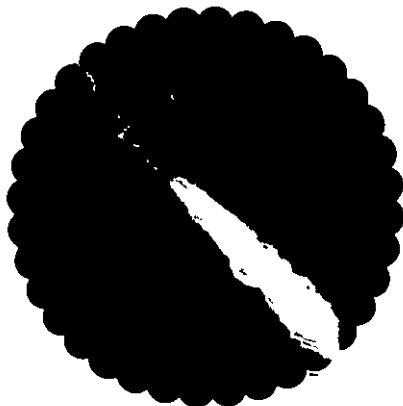
RONALD GERNS

Friedrichstraße 63
60323 Frankfurt am Main,
State of Hessen, Germany

I hereby certify that this instrument in german language is a true and a complete printout of the electronic commercial register of today. The attached translation in english language is a true and complete translation of this printout.

Frankfurt am Main, 27 February 2009

Ronald Gerns
Civil Law Notary



Handelsregister B des Amtsgerichts Darmstadt	Abteilung B Wiedergabe des aktuellen Registerinhalts Abruf vom 27.02.2009 11:01	Nummer der Firma: HRB 83326
-Ausdruck-	Seite 1 von 2	

1. Anzahl der bisherigen Eintragungen:

5

2. a) Firma:

Lufthansa Cargo Aktiengesellschaft

b) Sitz, Niederlassung, inländische Geschäftsanschrift, empfangsberechtigte Person, Zweigniederlassungen:

Kelsterbach

c) Gegenstand des Unternehmens:

Gegenstand des Unternehmens ist die Durchführung von Luftfrachtdiensten im Rahmen von gewerblichem Linien- und Gelegenheitsverkehr mit Luftfahrzeugen und deren Er- und Vercharterung im In- und Ausland sowie alle damit im Zusammenhang stehenden Geschäfte.

Insbesondere gehört zum Unternehmensgegenstand auch der Erwerb und der Betrieb von Luftfahrzeugen, Grundstücken und Gebäuden, Fracht- und Abfertigungsanlagen, Informatikanwendungen und Rechenanlagen (Soft- und Hardware), Beteiligungen sowie von weiteren Vermögensgegenständen und Anlagen zur Durchführung der Luftfrachtdienste.

3. Grund- oder Stammkapital:

100.000.000,00 EUR

4. a) Allgemeine Vertretungsregelung:

Die Gesellschaft wird durch zwei Vorstandsmitglieder oder durch ein Vorstandsmitglied gemeinsam mit einem Prokuristen vertreten.

b) Vorstand, Leitungsorgan, geschäftsführende Direktoren, persönlich haftende Gesellschafter, Geschäftsführer, Vertretungsberechtigte und besondere Vertretungsbefugnis:

Vorstandsmitglied: Dr. Busch, Roland, Mannheim, *17.08.1963

Vorstandsmitglied: Köpfle, Karl-Heinz, Idstein, *30.01.1950

Vorstandsmitglied: Dr. Otto, Andreas, Köln, *09.10.1962

Vorstandsvorsitzender: Spohr, Carsten Wilfried, München, *16.12.1966

5. Prokura:

Gesamtprokura gemeinsam mit einem Vorstandsmitglied oder einem anderen Prokuristen:

Kindelbacher, Bernhard, Kronberg, *10.08.1962

Klemke, Manfred, Niedernhausen, *29.03.1958

Schmitz, Wolfgang, Idstein, *02.10.1949

6. a) Rechtsform, Beginn, Satzung oder Gesellschaftsvertrag:

Aktiengesellschaft

Satzung vom 11.10.1994

Zuletzt geändert durch Beschluss vom 23.10.2006

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Handelsregister B des Amtsgerichts Darmstadt	Abteilung B Wiedergabe des aktuellen Registerinhalts Abruf vom 27.02.2009 11:01	Nummer der Firma: HRB 83326
-Ausdruck-	Seite 2 von 2	

b) Sonstige Rechtsverhältnisse:

Die Gesellschaft ist durch Gesellschafterbeschluss der Lufthansa Cargo Airlines GmbH - ehemals Amtsgericht Rüsselsheim HRB 2931 - vom 11.10.1994 entstanden, durch den diese sich gem. §§ 376 ff. AktG in eine Aktiengesellschaft umgewandelt hat.

Zwischen der Lufthansa Cargo Airlines GmbH und der Deutschen Lufthansa Aktiengesellschaft in Köln ist am 01.04.1977 ein Beherrschungs- und Gewinnabführungsvertrag geschlossen worden, dem die Gesellschafterversammlung der Lufthansa Cargo Airlines GmbH durch Beschluss vom 02.08.1989 und die Hauptversammlung der Deutschen Lufthansa Aktiengesellschaft durch Beschluss vom 05.07.1989 zugestimmt haben.

7. a) Tag der letzten Eintragung:

26.03.2007

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TALLAHASSEE, FLORIDA

Commercial Register B of Darmstadt Local Court	Division B Copy of the current register entry Retrieved on 27.02.2009 11:01	Company number: HRB 83326
- Printout -	Page 1 of 2	

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 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

1. Number of entries to date:

5

2. a) Name of the company:

Lufthansa Cargo Aktiengesellschaft

b) Seat of the Company, establishment, domestic business address, person authorized to take delivery, branch establishments:

Kelsterbach

c) Object of the company:

The purpose of business is the performance of airfreight services within the scope of commercial scheduled air services and occasional traffic with aircrafts, as well as the hiring an chartering out of aircrafts at home and abroad, including all business transactions relating to the foregoing.

The purpose of business in particular also includes the acquisition and operation of aircrafts, properties and buildings, freight and handling facilities, data processing applications and computers (software and hardware), participations and other assets and facilities relating to the performance of airfreight services.

3. Registered or share capital, capital stock

100,000,000.00 EUR

4. a) General rules of representation:

The company is represented by two executive board members or by one executive board member acting jointly with the holder of a power of procuration (Prokurist).

b) Executive board members, managing body, general managers, personally liable partner, managing directors, authorized representatives and special power of representation:

Executive board member: Dr. Busch, Roland, Mannheim, *17 August 1963

Executive board member: Köpfle, Karl-Heinz, Idstein, *30 January 1950

Executive board member: Dr. Otto, Andreas, Cologne, *09 October 1962

Executive board chairman: Spohr, Carsten Wilfried, Munich, *16 December 1966

5. Power of procuration

Joint collective power of procuration acting together with one executive board member or with another holder of a power of procuration:

Kindelbacher, Bernhard, Kronberg, *10 August 1962

Klemke, Manfred, Niedernhausen, * 29 March 1958

Schmitz, Wolfgang, Idstein, *02 October 1949

6. a) Legal form, commencement, bylaws or partnership agreement:

Public limited company/open corporation/Aktiengesellschaft.

Articles of association adopted on 11 October 1994

Last revised by resolution adopted on 23 October 2006

Commercial Register B of Darmstadt Local Court	Division B Copy of the current register entry Retrieved on 27.02.2009 11:01	Company number: HRB 83326
- Printout -	Page 2 of 2	

b) Other legal relationships

The company was established by shareholders' resolution of Lufthansa Cargo Airlines GmbH - previously Local Court Rüsselsheim HRB 2931 - of 11 October 1994, by which it was transformed into Public limited company/open corporation/Aktiengesellschaft according to Sections 376 et seq. German Stock Corporation Act.

Lufthansa Cargo Airlines GmbH and Deutsche Lufthansa Aktiengesellschaft in Cologne entered into a domination and profit and loss transfer agreement on 01 April 1977, which was approved by the shareholders' meeting of Lufthansa Cargo Airlines GmbH by resolution of 02 August 1989 and by the general meeting of Deutsche Lufthansa Aktiengesellschaft by resolution of 05 July 1989.

7. a) Date of last entry:

26 March 2007

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TALLAHASSEE, FLORIDA