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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

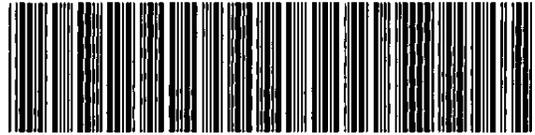
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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TALLAHASSEE, FLORIDA

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COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: AVSOURCE AVIATION PROFESSIONALS, 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:

JOHN S. HOLTZCLAW, Exec. V.P.
(Name of Person)

AVSOURCE AVIATION PROFESSIONALS, INC.
(Firm/Company)

4735 N. HWY 27
(Address)

SCIENCE HILL, KY 42553
(City/State and Zip code)

For further information concerning this matter, please call:

_____ at (_____) _____
(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

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. AVSOURCE AVIATION PROFESSIONALS, 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. Kentucky 3. 26-3219372 (State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 8-20-08 5. Perpetual (Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

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

7. 4735 N. Hwy 27, Science Hill Ky 42553 (Principal office address)

(Same) (Current mailing address)

8. Provide staffing for Aviation Air Cargo companies for line maintenance services (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)

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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)

Laura Broderick Assistant Secretary

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: Betty H. Holtzclaw

Address: 102 Redwood Drive
Stanford Ky 40484

Vice Chairman: _____

Address: _____

Director: John S. Holtzclaw

Address: 102 Redwood Drive
Stanford Ky 40484

Director: _____

Address: _____

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TALLAHASSEE, FLORIDA

B. OFFICERS

President: Betty H. Holtzclaw

Address: 102 Redwood Drive
Stanford Ky 40484

Exec. Vice President: John S. Holtzclaw

Address: 102 Redwood Drive
Stanford Ky 40484

Secretary: Lynnette A. Wilson

Address: 85 Estes Lane, Science Hill Ky 42553

Treasurer: _____

Address: _____

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

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

14. John S. Holtzclaw Executive Vice Pres / Director
(Typed or printed name and capacity of person signing application)

Commonwealth of Kentucky
Trey Grayson, Secretary of State

Trey Grayson
Secretary of State
P. O. Box 718
Frankfort, KY 40602-0718
(502) 564-3490
<http://www.sos.ky.gov>

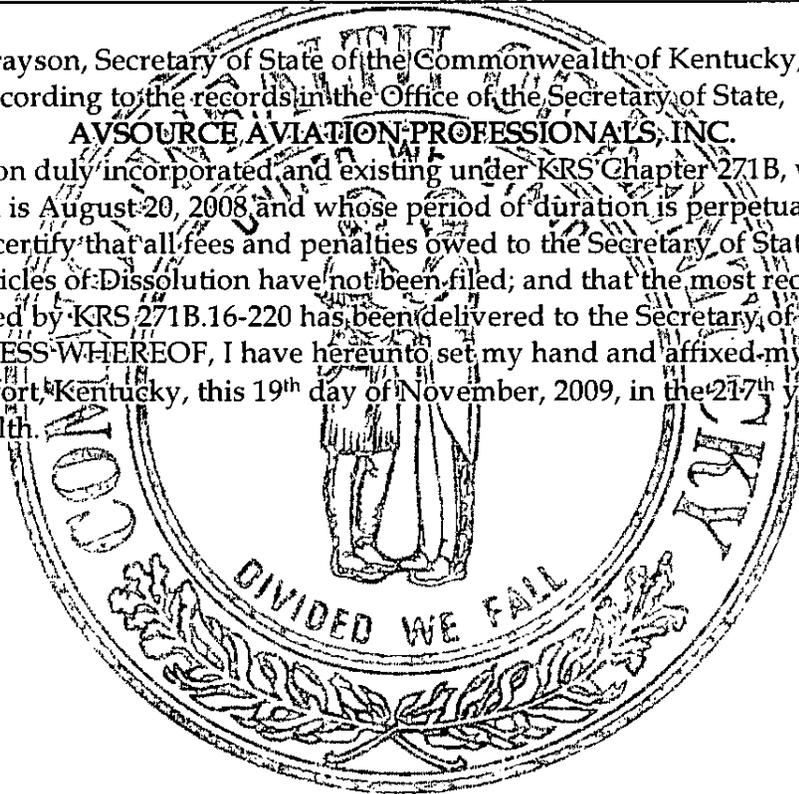
Certificate of Existence

Authentication number: 88655
Visit <http://apps.sos.ky.gov/business/obdb/certvalidate.aspx> to authenticate this certificate.

I, Trey Grayson, Secretary of State of the Commonwealth of Kentucky, do hereby certify that according to the records in the Office of the Secretary of State, **AVSOURCE AVIATION PROFESSIONALS, INC.** is a corporation duly incorporated and existing under KRS Chapter 271B, whose date of incorporation is August 20, 2008 and whose period of duration is perpetual.

I further certify that all fees and penalties owed to the Secretary of State have been paid; that Articles of Dissolution have not been filed; and that the most recent annual report required by KRS 271B.16-220 has been delivered to the Secretary of State.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my Official Seal at Frankfort, Kentucky, this 19th day of November, 2009, in the 217th year of the Commonwealth.



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



TG
Trey Grayson
Secretary of State
Commonwealth of Kentucky
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