

F95000000654

TRANSMITTAL LETTER

~~RESTRICTED~~

TO: QUALIFICATION/TAX LIEN SECTION
DIVISION OF CORPORATIONS

SECRETARY OF STATE
-02/08/95--01024--005
***122.50 ***122.50

SUBJECT: APPLETREE AIR, 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:

MARK HERTHUM
(Name of Person)
APPLETREE AIR, INC.
(Firm/Company)
2255 GLADES ROAD, SUITE 200 EAST
(Address)
BOCA RATON, FL 33431
(City, State and Zip Code)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 FEB -8 PM 12:27

Should you need to call someone concerning this matter, please call:

MARK HERTHUM at (407) 995-0605
(Name of Person) Area Code & Daytime Telephone Number

HL

COURIER ADDRESS:
Qualification/Tax Lien Sec.
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:
Qualification/Tax Lien Sec.
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

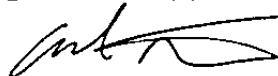
**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

**IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACTION BUSINESS IN THE
STATE OF FLORIDA:**

1. APPLETREE AIR, 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 3. 65-0540608
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 12/7/94 5. PERPETUAL
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. UPON QUALIFICATION
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.)
7. 2255 GLADES ROAD, SUITE 200 EAST
BOCA RATON, FL 33431
(Current mailing address)
8. AIR CHARTER
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)
9. Name and street address of Florida registered agent:
Name: ADAM KRAVITZ
Office Address: 2255 GLADES ROAD, #200E
BOCA RATON, Florida, 33431
(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.

FILED
IN THE
OFFICE OF THE
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
55 FEB -9 PM 12:27

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

A. DIRECTORS

Chairman: SEE ATTACHED

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: _____

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 FEB - 8 PM 12: 27

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

13.

Justin A. DiMacchia
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14.

JUSTIN A. DiMACCHIA, V.P. FINANCE, SECUTY, TRGNS.
(Typed or printed name and capacity of person signing application)

APPLETREE AIR, INC.
* 2255 GLADES ROAD, SUITE 200 EAST
BOCA RATON, FLORIDA 33431
TELEPHONE: 407-995-0605 FACSIMILE 407-995-0268

The following is a list of the Officers and Directors of Appletree Air, Inc (Federal ID # 65-0540608):

Paul Kravitz: Chairman, C.E.O., President
Social Security number: 111-26-2650

Justin DiMacchia: C.F.O., Secretary/Treasurer, Vice President Finance, Director
Social Security number: 278-36-6423

Theodore Barash: Executive VP Administration
Social Security number: 068-22-4891

Edward O. Ries: VP Operations
Social Security number: 297-28-9288

John T. Boone: Director
Social Security number: 043-28-3524

John Donlevy: Director
Social Security number: 152-1634-85

* *Address for officers and directors same as above.*
If you have any questions, please do not hesitate to call.

Thank you for your help.

Regards,

Mark Herthum
Assistant Controller

FILED
SECRETARY OF STATE
CORPORATION DIVISION
95 FEB -9 PM 12:27

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "APPLETREE AIR, 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 SECOND DAY OF FEBRUARY, A.D. 1995.

FILED
SECRETARY OF STATE
RECORDS & COMMUNICATIONS
95 FEB -2 PM 12:27



Edward J. Freel, Secretary of State

2458997 8300

950023116

AUTHENTICATION

DATE

7395194

02-02-95