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CSC networks

PRENTICE HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032
REFERENCE : 753065 2643A
AUTHORIZATION : *Patricia Pizzuto*
COST LIMIT : \$ 70.00

ORDER DATE : December 4, 1995

ORDER TIME : 9:59 AM

ORDER NO. : 753065

100001654571

CUSTOMER NO: 2643A

CUSTOMER: John Campbell, Legal Assistant
Schulte Roth & Zabel
900 Third Avenue

New York, NY 10022

FOREIGN FILINGS

NAME: GFSC AIRCRAFT ACQUISITION
FINANCING CORPORATION

☒ PROFIT
☐ NON-PROFIT

☒ CORPORATE
☐ LIMITED PARTNERSHIP

☒ QUALIFICATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

☐ CERTIFIED COPY
☒ PLAIN STAMPED COPY
☐ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: ANGELA LANE

RECEIVED
95 DEC - 6 PM 11:35
DIVISION OF CORPORATIONS
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 DEC - 6 PM 12:04
12/6

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. GFSC Aircraft Acquisition Financing Corporation
(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
(State or country under the law of which it is incorporated)
3. N/A
(FEI number, if applicable)
4. August 31, 1995
(Date of incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. upon filing
(Date first transacted business in Florida. (See sections 607.1601, 607.1602, and 617.166, F.S.))
7. 500 Gulfstream Road
Savannah, Georgia 31402-2206
(Current mailing address)
8. financing aircraft acquisitions for profit
(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: Corporation Service Company
Office Address: 1201 Hays Street, Suite 105 (Leon County)
Tallahassee, Florida, 32301
(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.

By: Lisa G. Mulligan
(Registered agent's signature)
Lisa G. Mulligan, Asst. Vice President

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 addresses of officers and/or directors:

A. DIRECTORS

See Attachment A

Chairman: _____
Address: _____

Vice Chairman: _____
Address: _____

Director: _____
Address: _____

Director: _____
Address: _____

B. OFFICERS

See Attachment A

President: _____
Address: _____

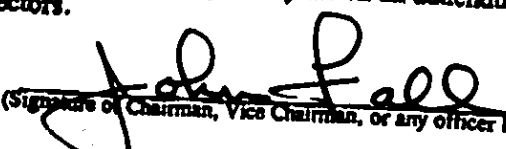
Vice President: _____
Address: _____

Secretary: _____
Address: _____

Treasurer: _____
Address: _____

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

13.


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

14.

John Fall

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

ATTACHMENT A

OFFICERS

<u>Name</u>	<u>Title</u>	<u>Address</u>
R. J. Merritt	President and Chief Executive Officer	1620 West Fountainhead Pkwy Suite 600 Tempe, AZ 85282
T. L. Abbate	Exec. Vice President	1620 West Fountainhead Pkwy Suite 600 Tempe, AZ 85282
J. D. Burr	Exec. Vice President	1620 West Fountainhead Pkwy Suite 600 Tempe, AZ 85282
G. K. Gusoff	Exec. Vice President	1620 West Fountainhead Pkwy Suite 600 Tempe, AZ 85282
M. T. Bayliss-Allen	Sr. Vice President	1620 West Fountainhead Pkwy Suite 600 Tempe, AZ 85282
J. W. Clamon	Sr. Vice President	1620 West Fountainhead Pkwy Suite 600 Tempe, AZ 85282
J. A. Fall	Sr. Vice President, General Counsel & Secretary	1620 West Fountainhead Pkwy Suite 600 Tempe, AZ 85282
D. C. Harms	Sr. Vice President & Asst. Secretary	1620 West Fountainhead Pkwy Suite 600 Tempe, AZ 85282
P. F. Hughes	Sr. Vice President & Treasurer	1620 West Fountainhead Pkwy Suite 600 Tempe, AZ 85282
R. L. Dreher	Vice President & Controller	1620 West Fountainhead Pkwy Suite 600 Tempe, AZ 85282
J. T. Kane	Vice President, Asst. Genl. Counsel & Asst. Secretary	1620 West Fountainhead Pkwy Suite 600 Tempe, AZ 85282

OFFICERS

<u>Name</u>	<u>Title</u>	<u>Address</u>
S. J. Silver	Vice President, Asst. Genl. Counsel & Asst. Secretary	1620 West Fountainhead Pkwy Suite 600 Tempe, AZ 85282
J. R. Albano	Vice President & Asst. Secretary	1620 West Fountainhead Pkwy Suite 600 Tempe, AZ 85282
R. A. D'Annunzio	Vice President & Asst. Secretary	1620 West Fountainhead Pkwy Suite 600 Tempe, AZ 85282
R. W. Ihne	Vice President & Asst. Secretary	1620 West Fountainhead Pkwy Suite 600 Tempe, AZ 85282
T. E. Magrath	Vice President & Asst. Secretary	1620 West Fountainhead Pkwy Suite 600 Tempe, AZ 85282
M. Neider	Vice President & Asst. Secretary	1620 West Fountainhead Pkwy Suite 600 Tempe, AZ 85282
A. P. Amato	Vice President	1620 West Fountainhead Pkwy Suite 600 Tempe, AZ 85282
J. K. Beatty	Vice President	1620 West Fountainhead Pkwy Suite 600 Tempe, AZ 85282
J. H. Beville	Vice President	1620 West Fountainhead Pkwy Suite 600 Tempe, AZ 85282
L. M. Breinholt	Vice President	1620 West Fountainhead Pkwy Suite 600 Tempe, AZ 85282
T. R. Camphire	Vice President	1620 West Fountainhead Pkwy Suite 600 Tempe, AZ 85282

OFFICERS

<u>Name</u>	<u>Title</u>	<u>Address</u>
P. T. Candler	Vice President	1620 West Fountainhead Pkwy Suite 600 Tempe, AZ 85282
W. L. Cross, Jr.	Vice President	1620 West Fountainhead Pkwy Suite 600 Tempe, AZ 85282
M. R. Dance	Vice President	1620 West Fountainhead Pkwy Suite 600 Tempe, AZ 85282
J. B. Edwards	Vice President	1620 West Fountainhead Pkwy Suite 600 Tempe, AZ 85282
G. J. Fiore	Vice President	1620 West Fountainhead Pkwy Suite 600 Tempe, AZ 85282
J. H. Friermuth	Vice President	1620 West Fountainhead Pkwy Suite 600 Tempe, AZ 85282
N. Fukatsu	Vice President	1620 West Fountainhead Pkwy Suite 600 Tempe, AZ 85282
A. P. Gerber	Vice President	1620 West Fountainhead Pkwy Suite 600 Tempe, AZ 85282
R. L. Haase	Vice President	1620 West Fountainhead Pkwy Suite 600 Tempe, AZ 85282
R. E. Hendon	Vice President	1620 West Fountainhead Pkwy Suite 600 Tempe, AZ 85282
W. H. Hildebrand	Vice President	1620 West Fountainhead Pkwy Suite 600 Tempe, AZ 85282

OFFICERS

<u>Name</u>	<u>Title</u>	<u>Address</u>
G. Kavouras	Vice President	1620 West Fountainhead Pkwy Suite 600 Tempe, AZ 85282
R. W. Keller	Vice President	1620 West Fountainhead Pkwy Suite 600 Tempe, AZ 85282
M. D. Killpack	Vice President	1620 West Fountainhead Pkwy Suite 600 Tempe, AZ 85282
R. J. Levitsky	Vice President	1620 West Fountainhead Pkwy Suite 600 Tempe, AZ 85282
M. F. Lydon	Vice President	1620 West Fountainhead Pkwy Suite 600 Tempe, AZ 85282
R. L. MacDonald, Jr.	Vice President	1620 West Fountainhead Pkwy Suite 600 Tempe, AZ 85282
R. J. Maddox	Vice President	1620 West Fountainhead Pkwy Suite 600 Tempe, AZ 85282
W. Mattocks	Vice President	1620 West Fountainhead Pkwy Suite 600 Tempe, AZ 85282
J. T. Meckley	Vice President	1620 West Fountainhead Pkwy Suite 600 Tempe, AZ 85282
D. K. Minks	Vice President	1620 West Fountainhead Pkwy Suite 600 Tempe, AZ 85282
G. K. Mitcheson	Vice President	1620 West Fountainhead Pkwy Suite 600 Tempe, AZ 85282

OFFICERS

<u>Name</u>	<u>Title</u>	<u>Address</u>
C. W. Nickerson	Vice President	1620 West Fountainhead Pkwy Suite 600 Tempe, AZ 85282
G. R. Offord	Vice President	1620 West Fountainhead Pkwy Suite 600 Tempe, AZ 85282
S. A. Olson	Vice President	1620 West Fountainhead Pkwy Suite 600 Tempe, AZ 85282
M. R. O'Neill	Vice President	1620 West Fountainhead Pkwy Suite 600 Tempe, AZ 85282
J. Potterfield	Vice President	1620 West Fountainhead Pkwy Suite 600 Tempe, AZ 85282
S. L. Pratt	Vice President	1620 West Fountainhead Pkwy Suite 600 Tempe, AZ 85282
C. H. Radatz	Vice President	1620 West Fountainhead Pkwy Suite 600 Tempe, AZ 85282
R. W. Ramsden	Vice President	1620 West Fountainhead Pkwy Suite 600 Tempe, AZ 85282
D. R. Ratigan	Vice President	1620 West Fountainhead Pkwy Suite 600 Tempe, AZ 85282
K. R. Reaves	Vice President	1620 West Fountainhead Pkwy Suite 600 Tempe, AZ 85282
R. L. Riecks	Vice President	1620 West Fountainhead Pkwy Suite 600 Tempe, AZ 85282

OFFICERS

<u>Name</u>	<u>Title</u>	<u>Address</u>
M. E. Saylor	Vice President	1620 West Fountainhead Pkwy Suite 600 Tempe, AZ 85282
K. Schick	Vice President	1620 West Fountainhead Pkwy Suite 600 Tempe, AZ 85282
M. K. Schmidt	Vice President	1620 West Fountainhead Pkwy Suite 600 Tempe, AZ 85282
K. A. Schricker	Vice President	1620 West Fountainhead Pkwy Suite 600 Tempe, AZ 85282
R. G. Seiffert	Vice President	1620 West Fountainhead Pkwy Suite 600 Tempe, AZ 85282
C. F. Snodgrass	Vice President	1620 West Fountainhead Pkwy Suite 600 Tempe, AZ 85282
D. J. Sommer	Vice President	1620 West Fountainhead Pkwy Suite 600 Tempe, AZ 85282
W. B. Stoebig	Vice President	1620 West Fountainhead Pkwy Suite 600 Tempe, AZ 85282
S. A. Trad	Vice President	1620 West Fountainhead Pkwy Suite 600 Tempe, AZ 85282
J. G. Van Dermark	Vice President	1620 West Fountainhead Pkwy Suite 600 Tempe, AZ 85282
T. P. Vasilakos	Vice President	1620 West Fountainhead Pkwy Suite 600 Tempe, AZ 85282

OFFICERS

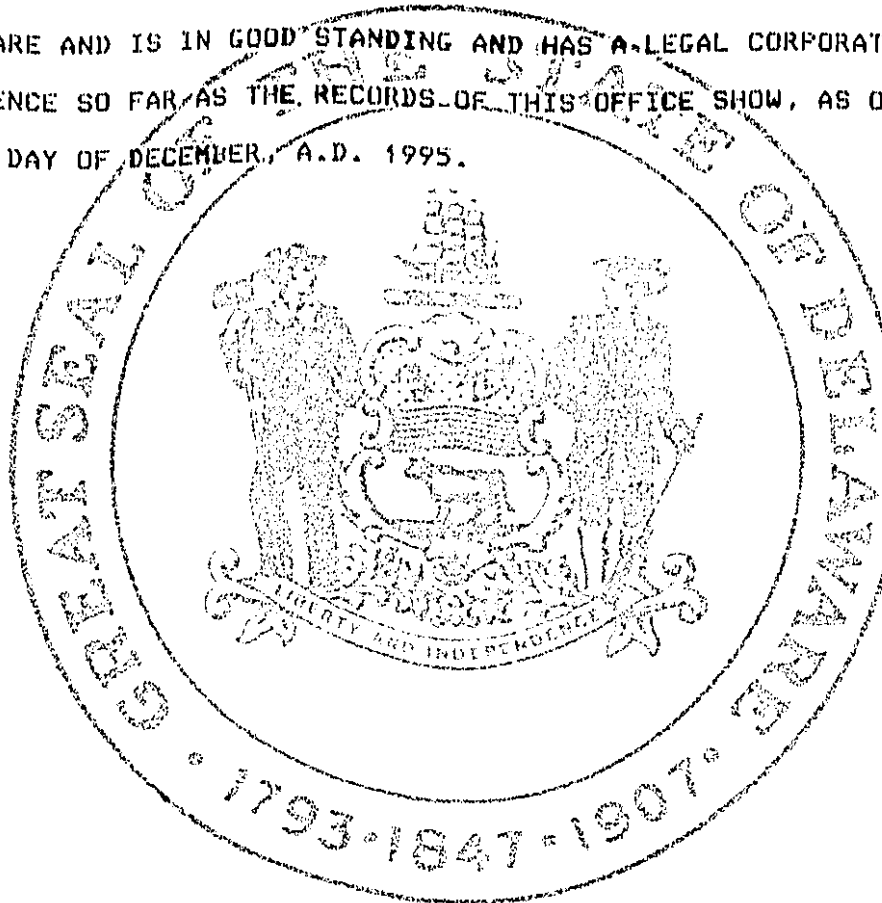
<u>Name</u>	<u>Title</u>	<u>Address</u>
C. Laury	Asst. Secretary	1620 West Fountainhead Pkwy Suite 600 Tempe, AZ 85282
W. E. Minehart	Asst. Secretary	1620 West Fountainhead Pkwy Suite 600 Tempe, AZ 85282
J. C. Nicholas	Asst. Secretary	1620 West Fountainhead Pkwy Suite 600 Tempe, AZ 85282
J. E. Palmer	Asst. Secretary	1620 West Fountainhead Pkwy Suite 600 Tempe, AZ 85282
F. Rucker, Jr.	Asst. Secretary	1620 West Fountainhead Pkwy Suite 600 Tempe, AZ 85282
D. R. Selden	Asst. Secretary	1620 West Fountainhead Pkwy Suite 600 Tempe, AZ 85282
C. M. Taylor	Asst. Secretary	1620 West Fountainhead Pkwy Suite 600 Tempe, AZ 85282
K. M. Higgins	Asst. Controller	1620 West Fountainhead Pkwy Suite 600 Tempe, AZ 85282
R. C. Horohoc	Asst. Controller	1620 West Fountainhead Pkwy Suite 600 Tempe, AZ 85282
D. S. Infante	Asst. Controller	1620 West Fountainhead Pkwy Suite 600 Tempe, AZ 85282
S. McNally	Asst. Controller	1620 West Fountainhead Pkwy Suite 600 Tempe, AZ 85282

OFFICERS

<u>Name</u>	<u>Title</u>	<u>Address</u>
J. M. Wilde	Vice President	1620 West Fountainhead Pkwy Suite 600 Tempe, AZ 85282
R. Litner	Asst. Vice President	1620 West Fountainhead Pkwy Suite 600 Tempe, AZ 85282
G. Porto-Lenza	Asst. Vice President	1620 West Fountainhead Pkwy Suite 600 Tempe, AZ 85282
R. G. Boyle	Asst. Secretary	1620 West Fountainhead Pkwy Suite 600 Tempe, AZ 85282
D. Cates	Asst. Secretary	1620 West Fountainhead Pkwy Suite 600 Tempe, AZ 85282
R. D. Cianciulli	Asst. Secretary	1620 West Fountainhead Pkwy Suite 600 Tempe, AZ 85282
T. T. Clement	Asst. Secretary	1620 West Fountainhead Pkwy Suite 600 Tempe, AZ 85282
R. D. Downey	Asst. Secretary	1620 West Fountainhead Pkwy Suite 600 Tempe, AZ 85282
E. G. Gresh	Asst. Secretary	1620 West Fountainhead Pkwy Suite 600 Tempe, AZ 85282
D. H. Hammond	Asst. Secretary	1620 West Fountainhead Pkwy Suite 600 Tempe, AZ 85282
D. E. Koster	Asst. Secretary	1620 West Fountainhead Pkwy Suite 600 Tempe, AZ 85282

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "GFSC AIRCRAFT ACQUISITION FINANCING CORPORATION" 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 FIFTH DAY OF DECEMBER, A.D. 1995.



SECRETARY OF STATE
DIVISION OF CORPORATIONS
55 DEC -6 PM 12:04



Edward J. Freel

Edward J. Freel, Secretary of State

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950282350

AUTHENTICATION: 7735726
DATE: 12-05-95