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TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

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-02/22/96--01092--001
*****70.00 *****70.00

SUBJECT: Panagra Airways, 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:

Richard G. Llope

(Name of Person)

Panagra Airways, Inc.

(Firm/Company)

750 S.W. 34th Street, Suite 201A

(Address)

Fort Lauderdale, FL 33315

(City/State/Zip)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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mtm

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

Richard G. Llope

(Name of Person)

at (954) 359-9944

(Area Code & Daytime Telephone Number)

COURIER ADDRESS:

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

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

**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. Panagra Airways, 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
(State or country under the law of which it is incorporated)
3. 65-0587471
(FEL number, if applicable)
4. November 15, 1994
(Date of Incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. Anticipated start-up date: March 1, 1996
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
7. 750 S.W. 34th Street, Suite 201A
Fort Lauderdale, FL 33315
(Current mailing address)
8. Air transportation of passengers and/or cargo
(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: (P.O. Box or Mail Drop Box NOT acceptable)**
Name: C T CORPORATION SYSTEM
1200 South Pine Island Road
Office Address: Plantation, FL 33324
Plantation, 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)

KEVIN J. GALLAGHER, Assistant 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.

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12. Names and addresses of officers and/or directors: (Street address ONLY- P. O. Box NOT acceptable)

A. DIRECTORS (Street address only- P. O. Box NOT acceptable)

Chairman: Cy J. Cane

Address: 750 S.W. 34th Street, Suite 201A, Fort Lauderdale, FL 33315

Vice Chairman: James C. Peabody

Address: 750 S.W. 34th Street, Suite 201A, Fort Lauderdale, FL 33315

Director: Richard G. Llope

Address: 750 S.W. 34th Street, Suite 201A, Fort Lauderdale, FL 33315

Director: Manueal F. Labbee

Address: 750 S.W. 34th Street, Suite 201A, Fort Lauderdale, FL 33315

B. OFFICERS (Street address only- P. O. Box NOT acceptable)

President: James C. Peabody

Address: 750 S.W. 34th Street, Suite 201A, Fort Lauderdale, FL 33315

Vice President: Manueal F. Labbee

Address: 750 S.W. 34th Street, Suite 201A, Fort Lauderdale, FL 33315

Secretary: Richard G. Llope

Address: 750 S.W. 34th Street, Suite 201A, Fort Lauderdale, FL 33315

Treasurer: Richard G. Llope

Address: 750 S.W. 34th Street, Suite 201A, Fort Lauderdale, FL 33315

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

13.

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

14.

RICHARD G. LLOPE, SECRETARY

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

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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 "PANAGRA AIRWAYS, 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 EIGHTH DAY OF FEBRUARY, A.D. 1996.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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Edward J. Freel, Secretary of State

AUTHENTICATION:

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DATE: 7821007

02-08-96