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C T CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, Florida 32301

City

State

Zip

Phone

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-10/29/96--01064--019
*****70.00 *****70.00

CORPORATION(S) NAME

Atlas Air, Inc

Hr 10/29

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DIVISION OF CORPORATIONS
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DIVISION OF CORPORATIONS

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION
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. Atlas 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
(State or country under the law of which it is incorporated)
3. 84-1207329
(FEI number, if applicable)
4. August 6, 1992
(Date of incorporation)
5. Perpetual
(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 817.156, F.S.))
7. 538 Commons Drive, Golden, Colorado 80401

(Current mailing address)
8. Operate air cargo service and all other purposes authorized by Delaware Law.
(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: C T Corporation System

Office Address: c/o C T Corporation System, 1200 South Pine
Island Road

Plantation, Florida, 33324
(Zip Code)

10. Registered agent 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 obligation of my position as registered agent.

C T Corporation System

Marcia J. Sunahara
(Registered agent's signature) (Officer)

Marcia J. Sunahara, Asst. Vice President
(Type Name and Title of Officer)

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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

Chairman: Michael A. Chowdry

Address: 538 Commons Drive

Golden, Colorado 80401

Vice Chairman: _____

Address: _____

Director: See attached list of directors

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See attached list of officers

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. Clark H. Onstad Sr. Vice President/General Counsel

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

Appendix to Florida
Application by Fgn. Corp. for Authorization to Transact Business in Florida

**Directors of
Atlas Air, Inc.**

1. Michael A. Chowdry
538 Commons Drive
Golden, Colorado 80401
2. Mickey P. Foret
538 Commons Drive
Golden, Colorado 80401
3. Richard H. Shuyler
538 Commons Drive
Golden, Colorado 80401
4. David M. McElroy
538 Commons Drive
Golden, Colorado 80401
5. Brian Rowe
538 Commons Drive
Golden, Colorado 80401
6. Robert V. Glaser
538 Commons Drive
Golden, Colorado 80401
7. David T. McLaughlin
538 Commons Drive
Golden, Colorado 80401
8. James J. Blanchard
538 Commons Drive
Golden, Colorado 80401

Appendix to Florida
Application by Fgn. Corp. for Authorization to Transact Business in Florida

**Officers of
Atlas Air, Inc.**

1. Michael A. Chowdry, Chief Executive Officer
538 Commons Drive
Golden, Colorado 80401
2. Mickey P. Foret, President
538 Commons Drive
Golden, Colorado 80401
3. Richard H. Shuyler, Senior Vice President-Finance/CFO/Treasurer
538 Commons Drive
Golden, Colorado 80401
4. Clark H. Onstad, Senior Vice President/General Counsel/Secretary
538 Commons Drive
Golden, Colorado 80401
5. James J. Matheny, Senior Vice President
538 Commons Drive
Golden, Colorado 80401

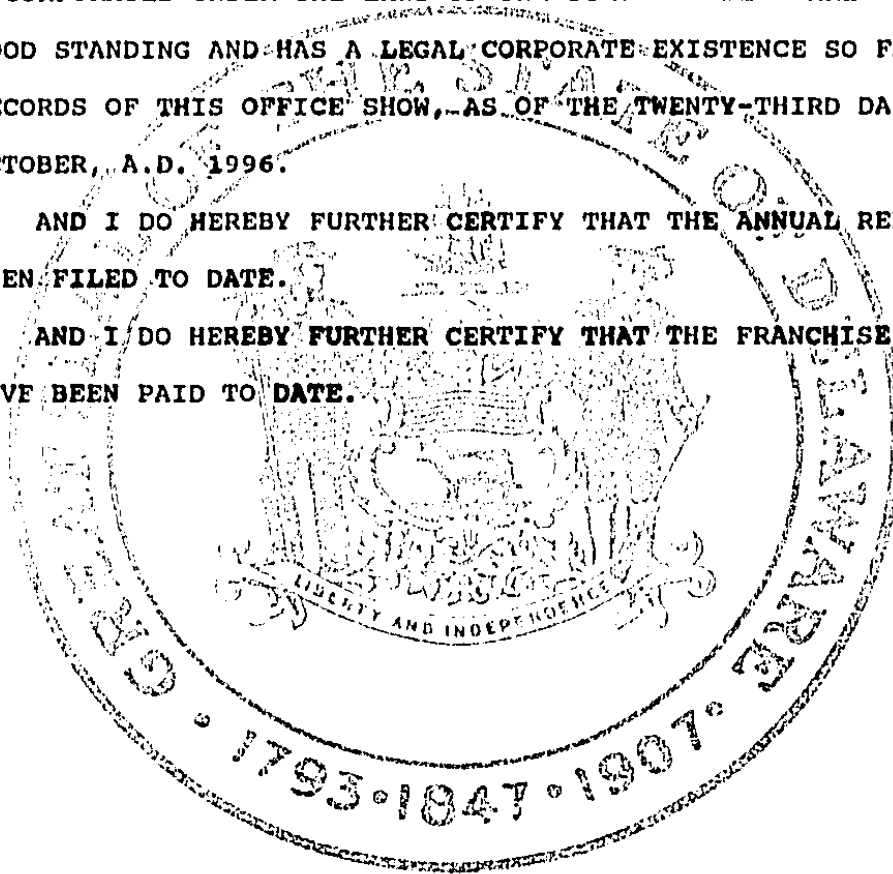
State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ATLAS 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 TWENTY-THIRD DAY OF OCTOBER, A.D. 1996.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.



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SECRETARY OF STATE
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Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION:

DATE:

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