

F97000006499

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: LEONARD JAMES, INCORPORATED

(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:

Dave Leonard

(Name of Person)

AIRCOM LEASING SERVICES

(Firm/Company)

4645 Ruffner Street, Suite R

(Address)

San Diego, California 92111

(City/State/Zip)

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

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Dave Leonard

(Name of Person)

at (619) 576-4113

(Area Code & Daytime Telephone Number)

COURIER ADDRESS:

Qualification/Tax Lien Section
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**

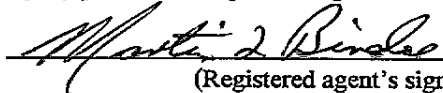
*IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.*

1. LEONARD JAMES, INCORPORATED
(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. California 3. 33-0380283
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. November 8, 1989 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. January 5, 1998
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 4645 Ruffner Street, Suite R
San Diego, California 92111
(Current mailing address)
8. Aircraft Leasing/Operation for Airborne Traffic Reporting
(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 or Mail Drop Box NOT acceptable)
- Name: Martin Binder
- Office Address: 504 Reo Street
Tampa, Florida, 33609
(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)

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: (Street address **ONLY** - P.O. Box **NOT** acceptable)

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

Chairman: David W. Leonard

Address: 6747 Tuxedo Road

San Diego, California 92119

Vice Chairman: NONE

Address: _____

Director: David W. Leonard

Address: 6747 Tuxedo Road

San Diego, California 92119

Director: James R. Dunphey

Address: 851 Balboa Avenue

Coronado, California 92118

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

President: James R. Dunphey

Address: 851 Balboa Avenue

Coronado, California 92118

Vice President: David W. Leonard

Address: 6747 Tuxedo Road

San Diego, California 92119

Secretary: David W. Leonard

Address: 6747 Tuxedo Road

San Diego, California 92119

Treasurer: James R. Dunphey

Address: 851 Balboa Avenue

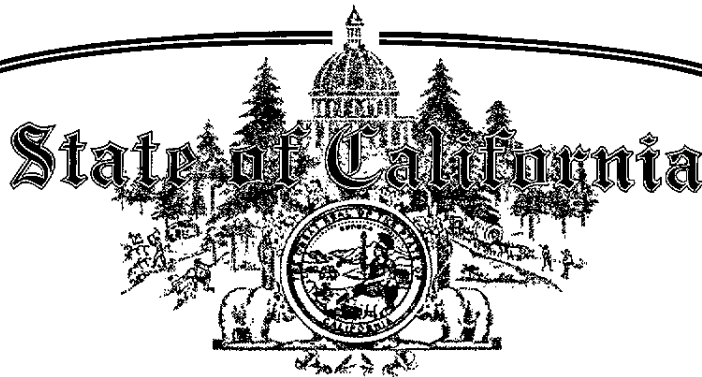
Coronado, California 92118

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

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

14. David W. Leonard, Chairman
(Typed or printed name and capacity of person signing application)

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SECRETARY OF STATE

CERTIFICATE OF STATUS DOMESTIC CORPORATION

I, **BILL JONES**, Secretary of State of the State of California, hereby certify:

That on the 8th day of November, 19 89,

LEONARD JAMES, INC.

became incorporated under the laws of the State of California by filing its Articles of Incorporation in this office; and

That no record exists in this office of a certificate of dissolution of said corporation nor of a court order declaring dissolution thereof, nor of a merger or consolidation which terminated its existence; and

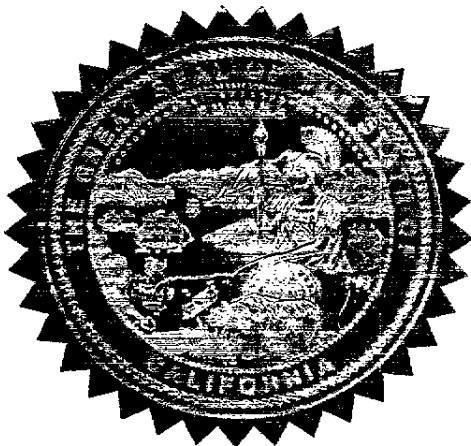
That said corporation's corporate powers, rights and privileges are not suspended or the records of this office; and

That according to the records of this office, the said corporation is authorized to exercise all its corporate powers, rights and privileges and is in good legal standing in the State of California; and

That no information is available in this office on the financial condition, business activity or practices of this corporation.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

November 25, 1997



Bill Jones

Secretary of State