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THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 689146 4300358

AUTHORIZATION :

*Patricia Pizut*

COST LIMIT : \$ 70.00

ORDER DATE : January 30, 1998

ORDER TIME : 2:42 PM

ORDER NO. : 689146-005

CUSTOMER NO: 4300358

400002419114--6

CUSTOMER: Efrat Safran, Esq  
Carter, Ledyard & Milburn  
Two Wall Street

New York, NY 10005

FOREIGN FILINGS

NAME: N.F.F. AVIONICS SERVICES INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Karen B. Rozar

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98FEB-2 AM 9:19

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RECEIVED  
98FEB-2 PM 4:22  
DIVISION OF CORPORATION

**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. **N.F.F. Avionics Services 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.

(FEI number, if applicable)

4. **November 4<sup>th</sup>, 1997**

(Date of Incorporation)

5.

**perpetual**

(Duration: Year corp. will cease to exist or "perpetual")

6. **upon approval**

(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.))

7. **8361 NW 64 Street**

**Miami FL 33166**

(Current mailing address)

8. **The purpose of the Corporation is to engage in any lawful act or activity for which corporation may be organized under the General Corporation Law of the State of Delaware.**

(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: **John Manuel**

Office Address: **8361 NW 64 Street**

**Miami**

, Florida,

**33166**

(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:



(Registered agent's signature)

John Manuel

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: Roy Kui Chuen Chan

Address: 2202 Kodak House II, 39 Healthy Street East, North Point, Hong Kong

Vice Chairman: Haim Nissenson

Address: 12 Medinat Hayehudim St., Hertzelia Pituach 46120, Israel

Director: Adrian Berg

Address: 17 St. Ann's Square Manchester M2 7PW Great Britain

Director: Yair Grinberg

Address: 12 Medinat Hayehudim St., Hertzelia Pituach 46120, Israel

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

President: John Manuel

Address: 8361 NW 64 Street Miami FL 33166

Vice President: \_\_\_\_\_

Address: \_\_\_\_\_

Secretary: Hadas Barnoy Tsrer

Address: 12 Medinat Hayehudim St., Hertzelia Pituach 46120, Israel

Treasurer: Michael May

Address: 8361 NW 64 Street Miami FL 33166

**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. \_\_\_\_\_

Haim Nissenson, Vice Chairman

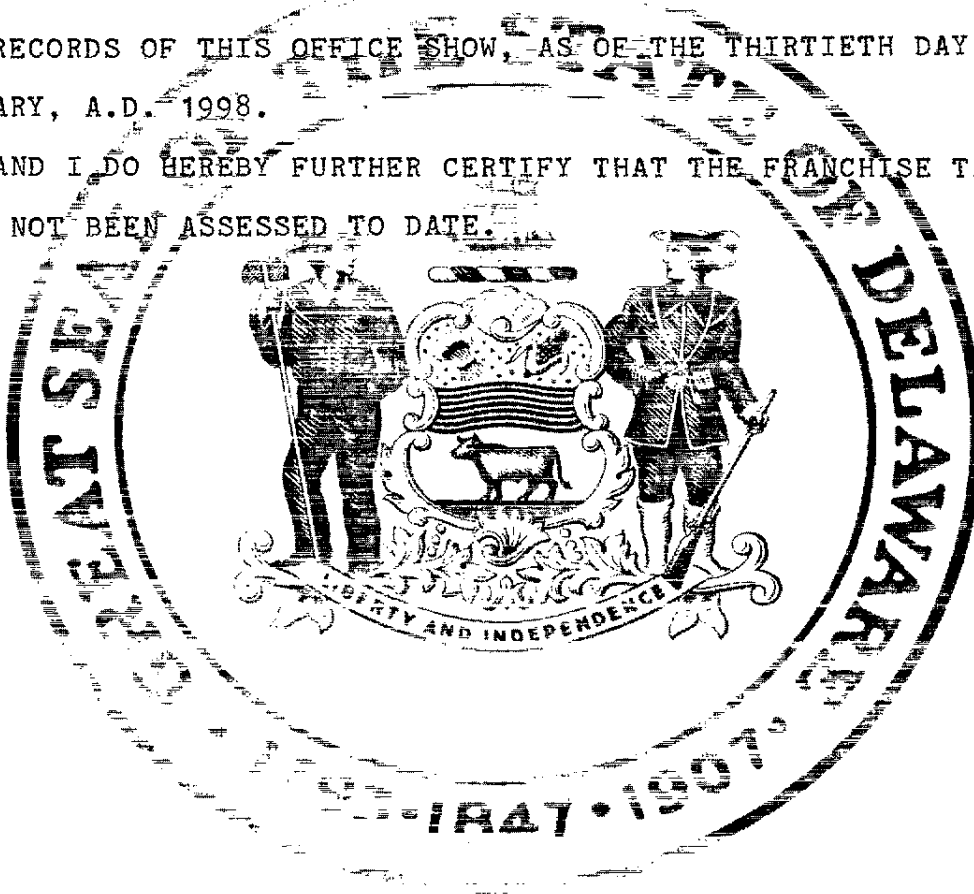
(Typed or printed name and capacity of person signing application)

FILED  
SECRETARY OF STATE  
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98 FEB - 2 AM 9:19

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "N.F.F. AVIONICS SERVICES 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 THIRTIETH DAY OF JANUARY, A.D. 1998.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 FEB -2 AM 9:19



*Edward J. Freel*

Edward J. Freel, Secretary of State

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AUTHENTICATION:

8895086

DATE:

01-30-98