

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section  
Division of Corporations

SUBJECT: Aerostar Manufacturing Corporation  
(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:

Rosalie Cannone McGill, Esq.  
(Name of Person)

McGill & Benedetti  
(Firm/Company)

30 Columbia Turnpike  
(Address)

Florham Park, New Jersey 07932  
(City/State/Zip)

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

Rosalie Cannone McGill at ( 973 ) 377-1977  
(Name of Person) (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

RECEIVED  
TALLAHASSEE, FL

98 FEB 26 AM 10:50

FILED

2/26



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

December 15, 1997

ROSALIE CANNONE MCGILL, ESQ.  
MCGILL & BENEDETTI  
30 COLUMBIA TURNPIKE  
FLORHAM PARK, NJ 07932

SUBJECT: AEROSTAR MANUFACTURING CORPORATION  
Ref. Number: W97000027941

We have received your document for AEROSTAR MANUFACTURING CORPORATION and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The Federal Employer Identification number is comprised of nine digits. Please amend your document accordingly.

Pursuant to section 607.1502(4), 617.1502(4) or 608.502(4), Florida Statutes, this office collects a civil penalty of \$1000 for each year this entity transacted business or conducted its affairs in Florida prior to qualification and the appropriate annual report fees that would have been due this office had the entity qualified the year it began operations in this state. The amount due this office to cover both annual report and penalty fees is \$4765.00.

Enclosed please find a copy of section 607.1501 or 617.1501, Florida Statutes, which lists those activities that do not constitute transacting business in this state. If after reviewing this section you determine erroneous information was inserted on the application, a sworn affidavit containing the following information must be submitted: 1.) a statement indicating erroneous information was listed on the application; and 2.) the correct date the corporation began transacting business in Florida prior to the year the application was submitted did not constitute transacting business pursuant to section 607.1501 or 617.1501, Florida Statutes.

If you have any questions concerning the filing of your document, please call (850) 487-6093.

Freta Lott  
Corporate Specialist Supervisor

Letter Number: 597A00058929

**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. Aerostar Manufacturing 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.)

**22-356-4053**

2. Delaware 3. 2341686 Delaware ID #  
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. July 25, 1993 5. Perpetual  
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. September 1993  
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. Aerostar Manufacturing Corporation, 165 Chestnut Street  
Allendale, New Jersey 07401 Attention, Sven Olsen, President  
(Current mailing address)

8. Order Approval: Retention of certain Corporate Records  
(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)

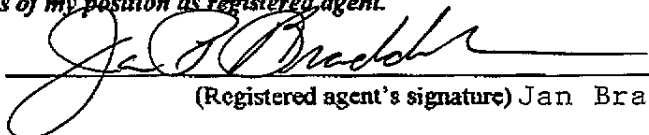
Name: Jan Braddock

Office Address: 5690 Baldaras Avenue

Pensacola, Florida, 32507  
(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) Jan Braddock

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)

FOR: SECRETARY OF STATE  
STATE OF FLORIDA

STATE OF FLORIDA  
COUNTY OF ESCAMBIA

Before me, the undersigned authority, personally appeared **JAN PAYNE BRADDOCK**,  
and being duly sworn upon oath, deposes, acknowledges and says:

- 1) I am Jan Payne Braddock and the daughter of John H. Payne. On September 4, 1996, my father gave me a Power of Attorney, a copy of which is attached hereto and incorporated.
- 2) I have worked with my father in the operation of his business, Aerostar Manufacturing Corporation which began in 1993.
- 3) This corporation's purpose is to solicit orders for replacement parts for the Allison No. 156 turbo jet engine, specifically for replacement compressor blades. These blades are purchased pursuant to a contract with Leistritz Corporation.
- 4) Prior to applying to do business in the State of Florida, the business encountered a problem, and was involved in only one (1) transaction for sale of compressor blades, which was completed in less than thirty days.

  
Jan Payne Braddock

STATE OF FLORIDA  
COUNTY OF ESCAMBIA

The foregoing instrument was acknowledged before me this 12<sup>th</sup> day of February, 1998, by Jan Payne Braddock [ ] who is personally known to me, or [ ] who has produced FLDL# B632-43 as identification and who did/did not take an oath.  
5-58-960-0

(Seal)

Signature of Notary

*Valorie S. Love*

Name of Notary (Type or Print)

NOTARY PUBLIC, State of

Commission Expires:

Commission No.:



Valorie S. Love  
My Commission CC588020  
Expires Sep. 24, 2000

FILED  
98 FEB 26 AM 10:50  
CLERK OF DISTRICT COURT  
TALLAHASSEE, FLORIDA

**SPECIAL POWER OF ATTORNEY**

KNOW ALL MEN BY THESE PRESENTS;

That I, John Horton Payne, a resident of the County of Escambia, State of Florida, does hereby make, constitute and appoint my daughter, Jan Braddock, my true and lawful representative for me and in my name, place and stead, for the following specific purpose: To make, do and transact all and every kind of business of whatsoever nature or kind regarding agreements on my behalf with Leistritz Corp., for the purpose of entering into an agreement with Leistritz Corp., receiving and distributing moneys from Leistritz Corp. for my benefit; all related to settlement of the lawsuit of *Dan Curtis, et al. v. John Payne, et al v. Leistritz Corp.*, filed with the Circuit Court in and for Escambia County, Florida under case number 94-949-CA-01-M, Division "B", subject to any orders of said Court.

I hereby grant unto my said representative full power and authority to do and perform all and every act and thing whatsoever requisite and necessary to be done in the premises, as fully, to all intents and purpose, as I might or could do if personally present. I hereby specifically ratify each and every act and deed performed under this power of attorney.

IN WITNESS WHEREOF, I have hereunto set my hand this 4th day of September, 1996.

Francis T. Ellis  
WITNESS

John Horton Payne  
JOHN HORTON-PAYNE

Walter B. Williams  
WITNESS

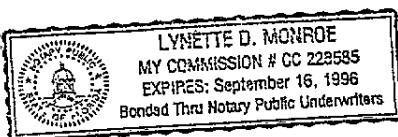
STATE OF FLORIDA

COUNTY OF ESCAMBIA

The foregoing instrument was acknowledged before me this 4th day of Sept, 1996, by \_\_\_\_\_

John H. Payne, who is personally known to me or who has produced \_\_\_\_\_

\_\_\_\_\_ as identification and who did take an oath.



Lynette D. Monroe  
NOTARY PUBLIC

My Commission No. \_\_\_\_\_

My Commission Expires: \_\_\_\_\_

Instrument 00324817

Filed and recorded in the  
Official Records

SEPTEMBER 12, 1996

at 09:37 A.M.

ERNIE LEE MAGAHA,  
CLERK OF THE CIRCUIT COURT  
Escambia County,  
Florida

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

Chairman: \_\_\_\_\_

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

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_Director: John H. PayneAddress: 5690 Baldaras AvenuePensacola, Florida 32507

Director: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_**B. OFFICERS (Street address only - P.O. Box NOT acceptable)**President: John H. PayneAddress: 5690 Baldaras AvenuePensacola, Florida 32507

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. John P. Bradburn as attorney in fact for John H. Payne  
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)14. John H. Payne, President

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

FILED  
FEB 26 AM 10:50  
TALLAHASSEE FLORIDA


*State of Delaware*  
*Office of the Secretary of State* PAGE 1

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "AEROSTAR MANUFACTURING 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 EIGHTEENTH DAY OF NOVEMBER, A.D. 1997.

RECEIVED  
98 FEB 26 AM 10:50  
DELAWARE SECRETARY OF STATE



  
Edward J. Freel, Secretary of State

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971366250

AUTHENTICATION: 8762108

DATE: 11-18-97