

F98000001328

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: CARDINAL AIRLINES, 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:

H. LAWRENCE MASON

(Name of Person)

CARDINAL AIRLINES, INC.

(Firm/Company)

2194 N. Hwy A1A

(Address)

INDIAN HARBOUR BEACH, FL. 32937

(City/State/Zip)

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

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H. LAWRENCE MASON at (407) 777-6183

(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

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

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. CARDINAL AIRLINES, 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 3. 59-3492127
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. Feb. 10, 1997 5. PERPETUAL
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. NONE
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 2194 N. HWY A1A
INDIAN HARBOUR BEACH, FL. 32937
(Current mailing address)

8. AIRLINE
(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: H. LAWRENCE MAJON

Office Address: 2194 N HWY A1A
INDIAN HARBOUR BEACH, Florida, 32937
(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.

H. Lawrence Majon
(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: LAWRENCE A. WATSON
Address: 2194 N Hwy A1A, INDIAN HARBOUR BEACH, FL. 32937

Vice Chairman: _____
Address: _____

Director: H. LAWRENCE MASON
Address: 2194 N. Hwy A1A, INDIAN HARBOUR BEACH, FL. 32937

Director: _____
Address: _____

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

President: LAWRENCE A. WATSON
Address: 2194 N. Hwy A1A, INDIAN HARBOUR BEACH, FL. 32937

Vice President: _____
Address: _____

Secretary: H. LAWRENCE MASON
Address: 2194 N. Hwy A1A, INDIAN HARBOUR BEACH, FL. 32937

Treasurer: _____
Address: _____

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

13. H. Lawrence Mason
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. H. LAWRENCE MASON DIRECTOR and SECRETARY
(Typed or printed name and capacity of person signing application)

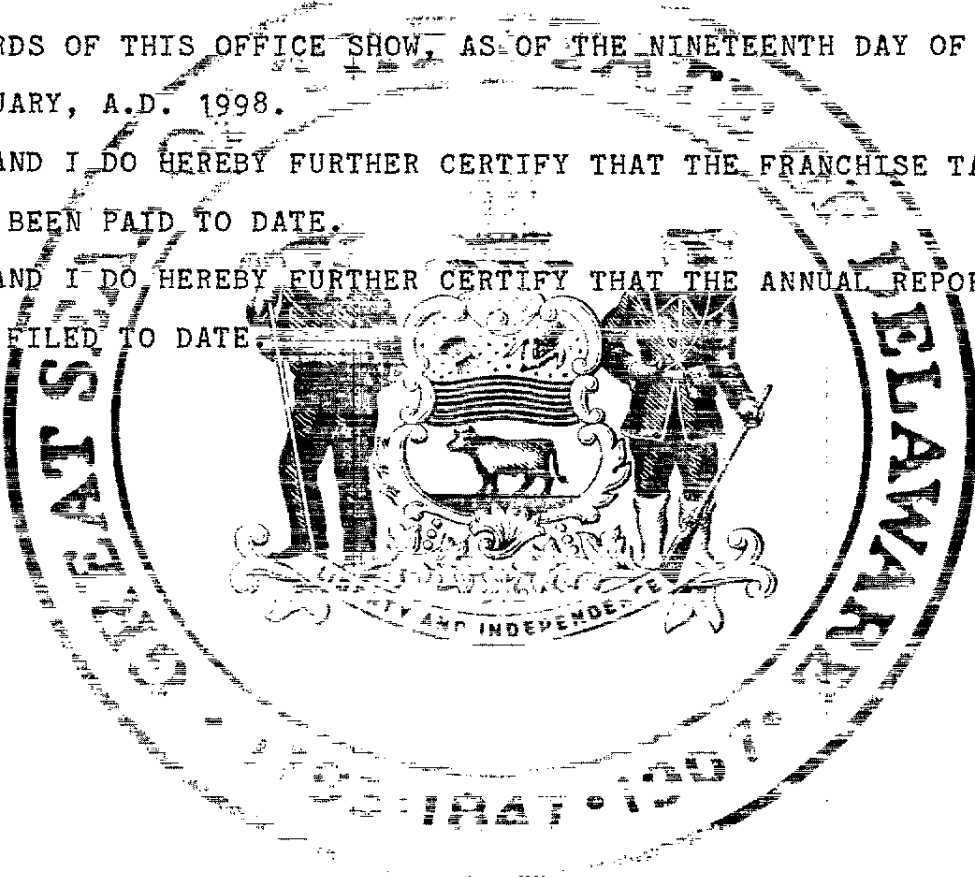
State of Delaware

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CARDINAL AIRLINES, 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 NINETEENTH DAY OF FEBRUARY, A.D. 1998.

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

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



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



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AUTHENTICATION: 8928691
DATE: 02-19-98