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CT CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301 222-1092

City

State

Zip

Phone

CORPORATION(S) NAME

800002474228--2
-04/01/98--01001--013
*****70.00 *****70.00

B/E Aerospace Services, Inc.

93/31
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DIVISION OF CORPORATIONS

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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. B/E Aerospace 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. applied for
(FEI number, if applicable)

4. 11/12/97
(Date of incorporation)

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

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

7. 230 West Blueridge Avenue
Orange, CA 92865
(Current mailing address)

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The purpose of this corporation is to engage in any lawful act or activity
8. for which corporations may be organized under the laws of the State of Florida.
(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

Connie Bryan

(Registered agent's Signature) (Officer)

CONNIE BRYAN
SPECIAL ASSISTANT SECRETARY

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

Chairman: Robert J. Khoury

Address: 230 West Blueridge Avenue
Orange, CA 92865

Vice Chairman: Paul E. Fulchino

Address: 230 West Blueridge Avenue
Orange, CA 92865

Director: _____

Address: _____

Director: _____

Address: _____

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

President: Paul E. Fulchino

Address: 230 West Blueridge Avenue
Orange, CA 92865

Vice President: Thomas P. McCaffrey

Address: 230 West Blueridge Avenue
Orange, CA 92865

Secretary: Edmund J. Moriarty

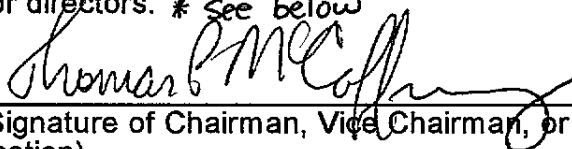
Address: 230 West Blueridge Avenue
Orange, CA 92865

Treasurer: Jeffrey P. Holtzman

Address: 230 West Blueridge Avenue

Orange, CA 92865

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

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

14. Thomas P. McCaffrey, Vice President
(Typed or printed name and capacity of person signing application)

* Sam G. Ayoub, Vice President
230 West Blueridge Avenue
Orange, CA 92865

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BE Aerospace, Inc.
1400 Corporate Center Way
Wellington, FL 33414

March 16, 1998

Secretary of State of Florida

RE: Consent to Use of Name

Ladies and Gentlemen:

Please be advised that consent to use the name "B/E Aerospace Services, Inc." is hereby
given.

BE Aerospace, Inc.

By: 

Thomas P. McCaffrey, Corporate Senior Vice President
- Administration and Chief Financial Officer

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Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "B/E AEROSPACE 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 TWENTY-SEVENTH DAY OF MARCH, A.D. 1998.

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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A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

AUTHENTICATION:

2820036 8300

DATE:

8999007

981119870

03-27-98