

F98000003359

FILING COVER SHEET

REFERENCE:

0150.2876

DATE:

6-15-98

CONTACT:

CINDY HICKS

FROM:

CORPORATE & CRIMINAL RESEARCH SERVICES

103 N. MERIDIAN STREET

TALLAHASSEE, FL 32301

400002559244--1

06/15/98--01025--001

\*\*\*\*\*70.00 \*\*\*\*\*70.00

TELEPHONE:

222-1173

SUBJECT:

Fine Air Services Corp. of  
Delaware

STATE FEES PREPAID WITH CHECK #

2637

FOR \$

70.00

PLEASE FILE:

( ) ARTICLES OF INC.

( ) AMENDMENT

( ) DISSOLUTION

( ) ANNUAL REPORT

( ) MERGER

( ) WITHDRAWAL

( ) QUALIFICATION

( ) LIMITED PARTNERSHIP ( ) ANNUAL REPORT

( ) FICTITIOUS NAME

( ) LIMITED LIABILITY

( ) REINSTATEMENT

( ) TRADEMARK/SERVICE

( ) UCC-1

( ) UCC-3

PROVIDE US WITH:

( ) CERTIFIED COPY

( ) CERTIFICATE OF STATUS

( ) STAMPED COPY

Examiner's Initials

FILED  
98 JUN 15 AM 11:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

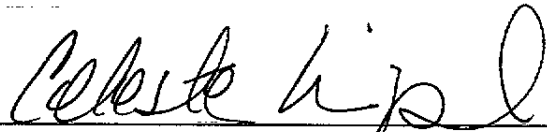
RECEIVED  
98 JUN 15 AM 10:50  
DIVISION OF CORPORATION

## RESOLUTION OF BOARD OF DIRECTORS

I, the undersigned, do hereby certify that this Resolution of the Board of Directors of Fine Air Services Corp., a corporation duly organized and existing under the laws of the State of Delaware, was duly adopted on May 29, 1998.

RESOLVED, that Fine Air Services Corp., organized and existing in the State of Delaware, hereby adopts the name "Fine Air Services Corp. of Delaware" for use in Florida.

Dated: May 29, 1998



Celeste A. Lipworth, Secretary

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TALLAHASSEE FLORIDA

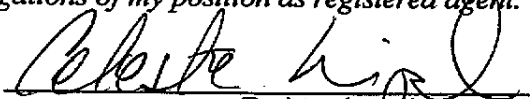
**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION  
TO TRANSACT BUSINESS IN FLORIDA**

**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. Fine Air Services Corp. doing business in Florida as  
Fine Air Services Corp. of Delaware  
(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. 05/11/98  
(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. 2261 N.W. 67 Avenue, Building 700  
Miami, Florida 33122  
(Current mailing address)
8. Any lawful business.  
(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: Celeste A. Lipworth  
2261 N.W. 67 Avenue  
Office Address: Building 700  
Miami, Florida, 33122  
(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)

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.

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TALLAHASSEE, FLORIDA

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: J. Frank Fine

Address: 2261 N.W. 67 Avenue, Building 700, Miami, Florida 33122

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

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

Director: Barry H. Fine

Address: 2261 N.W. 67 Avenue, Building 700, Miami, Florida 33122

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

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

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

President: Barry H. Fine

Address: 2261 N.W. 67 Avenue, Building 700, Miami, Florida 33122

Vice President: John D. Zappia

Address: 2261 N.W. 67 Avenue, Building 700, Miami, Florida 33122

Secretary: Celeste A. Lipworth

Address: 2261 N.W. 67 Avenue, Building 700, Miami, Florida 33122

Treasurer: Orlando M. Machado

Address: 2261 N.W. 67 Avenue, Building 700, Miami, Florida 33122

**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. Celeste A. Lipworth, Secretary

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

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

*State of Delaware*  
*Office of the Secretary of State*

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "FINE AIR SERVICES CORP." 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 TWELFTH DAY OF JUNE, A.D. 1998.

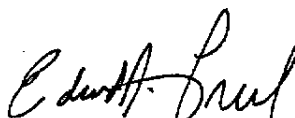
AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

FILED  
98 JUN 15 AM 11:45  
SECRETARY OF STATE  
DELAWARE



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Edward J. Freel, Secretary of State

AUTHENTICATION: 9135810

DATE: 06-12-98