

# F98000003390

## TRANSMITTAL LETTER

To: Qualification/Tax Lien Section  
Division of Corporations

SUBJECT: AEROCOPTAIR 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:

000002498310--8  
-04/23/98--01092--002  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

SEBASTIEN MENTIENNE  
(Name of Person)

LEON CONSTANTIN AND CO  
(Firm/Company)

575 MADISON AVENUE 25TH FLOOR  
(Address)

NEW YORK, NY 10022-2511  
(City/State/Zip)

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

SEBASTIEN MENTIENNE at (212) 765-5551  
(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

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 JUN 15 PM 4:19  
HC 6/15



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

April 24, 1998

SEBASTIAN MENTHENNE  
CONSTANTIN ASSOCIATES, CPA  
575 MADISON AVE.  
NEW YORK, NY 10022

SUBJECT: AEROCOPT'AIR, INCORPORATED  
Ref. Number: W98000009184

We have received your document for AEROCOPT'AIR, INCORPORATED and your check(s) totaling \$78.75. However, the document has not been filed and is being retained in this office for the following:

A certificate of existence, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

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

Freta Lott  
Corporate Specialist Supervisor

Letter Number: 298A00022257

**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. AEROCOPTAIR 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. 59-3495751  
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 01/15/98 5. PERPETUAL  
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. 05/01/98  
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. C/O LEON CONSTANTIN AND CO  
575 MADISON AVENUE 25TH FLOOR NEW YORK, NY 10022-2511  
(Current mailing address)
8. HELICOPTER TRAINING SCHOOL  
(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: JEAN-LUC DEVERS
- Office Address: SOUTHERNDON AVENUE SUITE D  
ORLANDO, Florida, 32803  
(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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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 JUN 15 PM 4:20

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: \_\_\_\_\_

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

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

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

Director: JEAN-FRANCOIS CASSEGRAIN

Address: Parc des Marnes 92430 Marnes La Coquette FRANCE

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

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

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

President: JEAN-FRANCOIS CASSEGRAIN

Address: Parc des Marnes 92430 Marnes La Coquette FRANCE

Vice President: JEAN-LUC DEVERS

Address: 1 Rue Beethoven 78340 Les Clayes sous Bois France

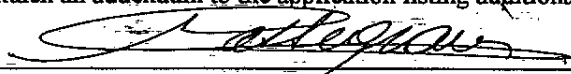
Secretary: JEAN-FRANCOIS CASSEGRAIN

Address: Parc des Marnes 92430 Marnes La Coquette FRANCE

Treasurer: JEAN-LOUIS VORBURGER

Address: 575 MADISON AVENUE 25TH FLOOR  
NEW YORK NY 10022-2511

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. JEAN-FRANCOIS CASSEGRAIN - PRESIDENT  
(Typed or printed name and capacity of person signing application)

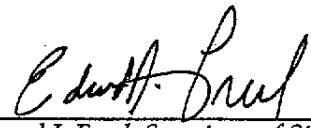
*State of Delaware*  
*Office of the Secretary of State* PAGE 1

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "AEROCOPT' AIR 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 EIGHTH DAY OF JUNE, A.D. 1998.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 JUN 15 PM 4:20



  
Edward J. Freel, Secretary of State

2846386 8300

981190653

AUTHENTICATION:

9124348

DATE:

06-08-98