



THE UNITED STATES
CORPORATION
COMPANY

980000003590

ACCOUNT NO. : 072100000032

REFERENCE : 864281 4309104

AUTHORIZATION :

Patricia Pizito

COST LIMIT : \$ 70.000

ORDER DATE : June 22, 1998

ORDER TIME : 10:42 AM

ORDER NO. : 864281-020

CUSTOMER NO: 4309104

CUSTOMER: Ms. Lorraine Rello
Feltman, Karesh, Major &
152 West 57th Street

New York, NY 10019

500002571125--5

FOREIGN FILINGS

NAME: AIRCRAFT 23456, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

HL 6/24
FILED RECEIVED
98 JUN 24 98 JUN 24 AM 2:01
SECRETARY OF STATE
DIVISION OF CORPORATION
TALLAHASSEE FLORIDA

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

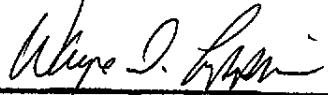
IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE
STATE OF FLORIDA:

1. Aircraft 23456, 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. June 16, 1998
(Date of incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. Upon Qualification
(Date first transacted business in Florida. (See sections 607.1501, 607.1502 and 817.156, F.S.))
7. 9420 S.W. 77th Avenue, Miami, Florida 33156

(Current mailing address)
8. Purpose is to engage in any lawful activity for which a corporation may engage in
(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: Cauff, Lippman Aviation, Inc.
Office Address: 9420 S.W. 77th Avenue
Miami . Florida, 33156
(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 obligations of my position as registered agent.



(Registered agent's signature) (Officer)

Wayne D. Lippman, Executive Vice President
(Type Name and Title of Officer)

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TALLAHASSEE FLORIDA

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

Chairman: Robert J. New

Address: 11414 North Bayshore Drive

North Miami, Florida 33181

Vice Chairman: _____

Address: _____

Director: Martin Kalb

Address: 701 NW 141 Avenue, Apt. 101

Pembroke Pines, Florida 33028

Director: Jonathan New

Address: 10023 Bay Harbor Terrace

Bay Harbor, Florida 33154

B. OFFICERS [See attached Addendum]

President: Robert J. New

Address: 11414 North Bayshore Drive

North Miami, Florida 33181

Vice President: Daniel Chait

Address: 8520 NW 42nd Street

Coral Springs, Florida 33065

Secretary: Martin Kalb

Address: 701 NW 141 Avenue, Apt. 101

Pembroke Pines, Florida 33028

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TALLAHASSEE, FLORIDA

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Treasurer: Jonathan New

Address: 10023 Bay Harbor Terrace

Bay Harbor, Florida 33154

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

13. Wayne D. Lippman

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

14. Wayne D. Lippman,

Vice President

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

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TALLAHASSEE, FLORIDA

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ADDENDUM TO APPLICATION
LISTING OF ADDITIONAL OFFICERS

Vice President

Wayne D. Lippman
13019 Mar Street
Miami, FL 33156

Vice President

Stuart L. Cauff
10395 S.W. 67th Avenue
Miami, FL 33156

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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 "AIRCRAFT 23456, INC." IS INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO THAT THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-SECOND DAY OF JUNE, A.D. 1998.

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

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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Edward J. Freel

9152218

06-22-98

Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE: