

F980000006108

Inc. Plan (USA)

Trolley Square, Suite 26 C
Wilmington, DE 19806

Telephone (800) 462-4633 • Fax (302) 428-1274

November 2, 1998

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

Dear Department of State:

Enclosed please find an original and one copy of the Application by Foreign Corporation for Authorization to Transact Business in Florida. for AEROLLOYD AIRCRAFT FINANCING & LEASING, INC.

I have also included a certificate of existence(good standing) for the abovenoted corporation and a check for \$78.75 to cover the filing fee and a certificate of status.

Please return one copy of the filed document to:

Caroline Quigley
Inc. Plan (USA)
Trolley Square, Suite 26 C
Wilmington, DE 19801

600002679246-1-9
-11/03/98--01068--002
*****78.75 *****78.75

98 NOV -3 AM 9:15
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

mtm
11/4

If there are any problems with the filing please call me at 1-800-462-4633.

Thank you for your help in this matter.

Sincerely,


Caroline Quigley

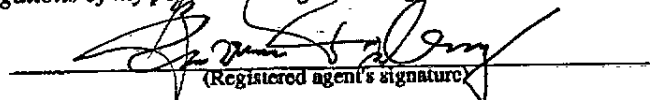
APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

**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. AEROLLOYD AIRCRAFT FINANCING & LEASING, 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. _____
(FEI number, if applicable)
4. October 20, 1998
(Date of Incorporation)
5. perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. upon authorization
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
7. P.O. Box 780516
Orlando, FL 32878
(Current mailing address)
8. All legal 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: Jack vanTilburg
Office Address: 11929 E. Colonial Drive, Ste 300
Orlando, Florida, 32826
(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.

98 NOV -3 AM 9:15

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

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: Jack vanTilburg
Address: 11929 E. Colonial Drive, Ste 300
Orlando, FL 32826

Vice Chairman: _____
Address: _____

Director: _____
Address: _____

Director: _____
Address: _____

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

President: Jack vanTilburg
Address: 11929 E. Colonial Drive, Ste 300
Orlando, FL 32826

Vice President: Hans R. Haase
Address: 11929 E. Colonial Drive, Ste 300
Orlando, FL 32826

Secretary: Hans R. Haase
Address: 11929 E. Colonial Drive, Ste 300
Orlando, FL 32826

Treasurer: Hans R. Haase
Address: 11929 E. Colonial Drive, Ste 300
Orlando, FL 32826

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. Jack vanTilburg/Chairman
(Typed or printed name and capacity of person signing application)

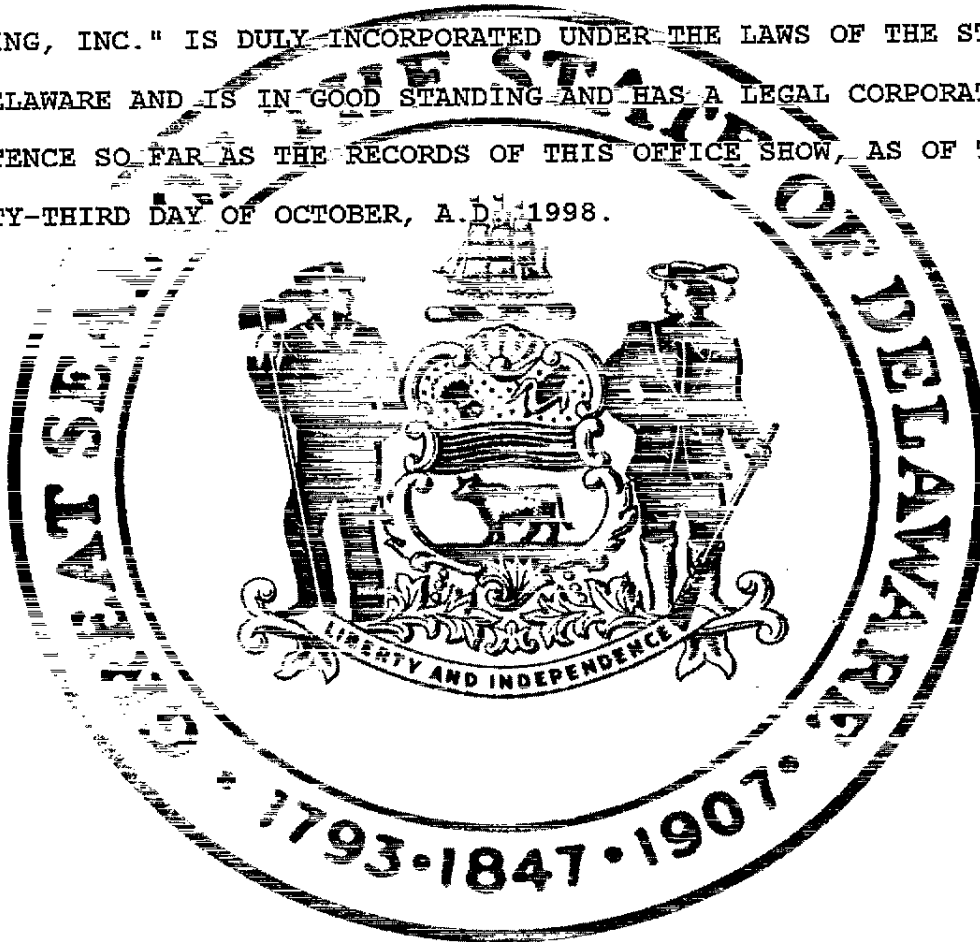
98 NOV -3 AM 9:15

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

... State of Delaware

Office of the Secretary of State PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "AEROLLOYD AIRCRAFT FINANCING & LEASING, 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-THIRD DAY OF OCTOBER, A.D. 1998.



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 NOV -3 AM 9:15



Edward J. Freel
Edward J. Freel, Secretary of State

2957054 8300

981404528

AUTHENTICATION: 9369413

DATE: 10-23-98