

Document Number Only

C T CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301 222-1092

City

State

Zip

Phone

CORPORATION(S) NAME

600002716166--4

-12/18/98-01073-017
*****70.00 *****70.00

Aircraft 49104, Inc.

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| <input type="checkbox"/> NonProfit | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Limited Liability Company | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other UCC-1 / UCC-3 |
| <input checked="" type="checkbox"/> Foreign | <input type="checkbox"/> Reservation | <input type="checkbox"/> Change of R.A. |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> Fictitious Name |
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| <input type="checkbox"/> Limited Liability Partnership | | |
| <input type="checkbox"/> Certified Copy | | |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call if Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="radio"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="radio"/> Pick Up |
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CONNIE

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 49104, 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. appl. for
(FEI number, if applicable)
4. December 14, 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. 1900 Summit Tower Blvd., Ste. 860, Orlando, Florida 32824
(Current mailing address)
8. See attached purpose clause
(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

(Type Name and Title of Officer)

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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

Chairman: Robert New

Address: 10800 Biscayne Blvd.

Miami, Florida 33161

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See attached list of officers

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

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Treasurer: _____

Address: _____

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

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

14. Teri M. Trimmer, Assistant Secretary
(Typed or printed name and capacity of person signing application)

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Appendix to Florida
Application by Fgn. Corp. for Authorization to Transact Business in Florida

**Purpose Clause of
Aircraft 49104, Inc.**

To engage exclusively in the following business and financial activities:
(a) acquiring, holding or selling the beneficial ownership of a trust that has its purpose restricted by the trust agreement under which such trust is created to (1) the acquisition, financing, leasing, and selling of that certain Aircraft bearing manufacturer's serial number 49104 and its related aircraft engines; and (2) any other lawful act or activity incidental to the foregoing for which corporations may be organized (which shall include pledging of the "trust estate" under such trust agreement to secure indebtedness of affiliates of the corporation to the extent required in connection with any financing of the aircraft).

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Appendix to Florida
Application by Fgn. Corp. for Authorization to Transact Business in Florida

**Officers of
Aircraft 49104, Inc.**

1. Robert New, President
10800 Biscayne Blvd..
Miami, Florida 33161
2. Jonathan New, Vice President and Treasurer
10800 Biscayne Blvd.
Miami, Florida 33161
3. Daniel Chait, Vice President
10800 Biscayne Blvd.
Miami, Florida 33161
4. Richard Giles, Vice President
383 Long Hill Drive
Short Hills, New Jersey 07078
5. Wayne Lippman, Vice President
9420 SW 77th Avenue
Miami, Florida 33156
6. Stuart Cauffman, Vice President
9420 SW 77th Avenue
Miami, Florida 33156
7. C. Deryl Couch, Vice President and Assistant Secretary
10800 Biscayne Blvd.
Miami, Florida 33161
8. Teri M. Trimmer, Asst. Secretary
10800 Biscayne Blvd.
Miami, Florida 33161
9. Nancy Cohen, Asst. Secretary
10800 Biscayne Blvd.
Miami, Florida 33161
10. Martin Kalb, Vice President and Secretary
10800 Biscayne Blvd.
Miami, Florida 33161

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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 "AIRCRAFT 49104, 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 ELEVENTH DAY OF DECEMBER, 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



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION:

9456411

DATE:

12-11-98