

F99000001018



ACCOUNT NO. : 072100000032

REFERENCE : 140286 4810376

AUTHORIZATION

Patricia P...

COST LIMIT : \$ 70.00

ORDER DATE : February 18, 1999

ORDER TIME : 9:29 AM

ORDER NO. : 140286-010

4000002784124--2

CUSTOMER NO: 4810376

CUSTOMER: Ms. Lucy Leone
Ogden Services Corporation
Two Pennsylvania Plaza

New York, NY 10121

FOREIGN FILINGS

NAME: OGDEN FLIGHT SERVICES GROUP
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: Cassandra Lamm

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 FEB 23 AM 10:14

mt
2/23

DIVISION OF CORPORATION
99 FEB 23 AM 9:51

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACTION BUSINESS IN FLORIDA

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

1. OGDEN FLIGHT SERVICES GROUP, 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. FEBRUARY 4, 1999
(Date of Incorporation)

5. PERPETUAL
(Duration: Year corp. will cease to exist or "perpetual")

6. 2/26/99
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.))

7. 2 PENNSYLVANIA PLAZA

NEW YORK, NEW YORK 10121

(Current mailing address)

8. TO ENGAGE IN ANY LAWFUL ACT OR ACTIVITY FOR WHICH CORPORATIONS MAY BE ORGANIZED
UNDER THE GENERAL CORPORATION LAW

(Purposes(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: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee

, Florida,

32301

(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.

Corporation Service Company

By: Vicki Schreiber, Asst. V.P.

(Registered agent's signature)

Vicki Schreiber

Asst. Vice President

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: (Street address ONLY- P.O. Box NOT acceptable)

A. DIRECTORS (Street address only- P.O. Box NOT acceptable)

Chairman: R. RICHARD ABLON

Address: 2 Pennsylvania Plaza
New York, New York 10121

Vice Chairman: _____

Address: _____

Director: PETER ALLEN

Address: 2 Pennsylvania Plaza
New York, New York 10121

Director: David L. Hahn

Address: 2 Pennsylvania Plaza
New York, New York 10121

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

CHAIRMAN AND CEO: R. RICHARD ALBON

Address: 2 Pennsylvania Plaza
NEW YORK, NEW YORK 10121

President: DAVID L. HAHN
2 Pennsylvania Plaza

Address: New York, New York 10121

Sr. V.P. & Secretary: PETER ALLEN

Address: 2 Pennsylvania Plaza
New York, New York 10121

Sr V.P. and CFO: PAUL WEAVER

Address: 2 Pennsylvania Plaza
NEW YORK, NEW YORK 10121

V.P. and ASSIST. SECRETARY: TJERRY EFFINGER

2 Pennsylvania Plaza
New York, New York 10121

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

13.  SR. V.P. & SECRETARY

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

14. Peter Allen, Sr. V.P. & Secretary

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATE AFFAIRS
99 FEB 23 AM 10:14

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "OGDEN FLIGHT SERVICES GROUP, 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 EIGHTEENTH DAY OF FEBRUARY, A.D. 1999.

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

99 FEB 23 AM 10:14



Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE:

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02-18-99