

Document Number Only

F990000001547

CT Corporation System

Requestor's Name
660 East Jefferson Street

Address
Tallahassee, FL 32310 222-1092

City State Zip Phone

CORPORATION(S) NAME

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAR 22 PM 2:56

W99-6872

3/23

Aircraft 284474, Inc

- ☒ Profit
☐ NonProfit
☐ Amendment
☐ Merger
☒ Foreign
☐ Dissolution/Withdrawal
☐ Limited Liability Company
☐ Limited Partnership
☐ Annual Report
☐ Other
☐ Reinstatement
☐ Name Registration
☐ Change of R.A.
☐ Fictitious Name
☐ UCC-1 Financing Statement
☐ UCC-3 Filing
☐ Certified Copy
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-03/23/99-01001-006
*****70.00 *****70.00



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

March 22, 1999

CT CORPORATION SYSTEM

SUBJECT: AIRCRAFT 24474, INC.
Ref. Number: W99000006872

We have received your document for AIRCRAFT 24474, INC. 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) 487-6095.

Jennifer Sindt
Document Examiner

Letter Number: 399A00014096

Attn: Jennifer

Please backdate! (Sorry)

Thank You!

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[Signature]

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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 24474, 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. March 19, 1999

(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. c/o UniCapital Corp., 10800 Biscayne Blvd., Law Dept., Miami, Florida

33161

(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: See attached list of directors

Address: _____

Vice Chairman: See attached list of directors

Address: _____

Director: See attached list of directors

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See attached list of officers

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

13. Teri M. J
(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 24474, Inc.**

The nature of the business or purpose to be conducted or promoted by the Corporation is 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 Boeing 737-448 aircraft bearing manufacturer's serial number 24474 and related aircraft engines; and (2) any other lawful act or activity incidental to the foregoing for which corporations may be organized under the General Corporate Law of Delaware (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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**LIST OF OFFICERS & DIRECTORS FOR
AIRCRAFT 24474, INC.
(a Delaware corporation)**

THE BUSINESS ADDRESS FOR THE FOLLOWING OFFICERS & SOLE
DIRECTOR IS c/o UNICAPITAL CORPORATION, 10800 BISCAYNE BLVD.,
LAW DEPT., MIAMI, FLORIDA, 33161:

SOLE DIRECTOR:	Robert J. New
CHAIRMAN OF THE BOARD:	Robert J. New
VICE PRESIDENT & TREASURER:	Jonathan New
VICE PRESIDENT:	Jep Thornton
VICE PRESIDENT:	Sam Thornton
VICE PRESIDENT:	Daniel Chait
VICE PRESIDENT:	David Vorrath
SECRETARY:	Martin Kalb
ASSISTANT SECRETARY:	C. Deryl Couch
ASSISTANT SECRETARY:	Teri M. Trimmer

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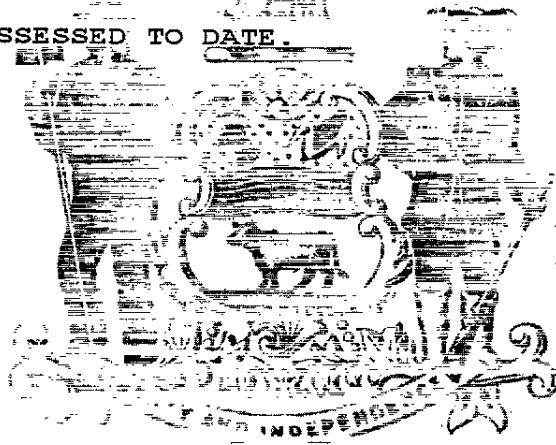
State of Delaware

PAGE 1

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "AIRCRAFT 24474, 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 NINETEENTH DAY OF MARCH, A.D. 1999.

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



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Edward J. Freel

Edward J. Freel, Secretary of State

3018998 8300

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AUTHENTICATION:

9639136

DATE:

03-19-99