

Document Number Only

F99000001657

CT CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301 222-1092

City

State

Zip

Phone

CORPORATION(S) NAME

700002821927--0

-03/29/99--01103--017

\*\*\*\*\*70.00 \*\*\*\*\*70.00

FILED

99 MAR 29 PM 11 15

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Amendment 23772, Inc.

☒ Profit

☐ NonProfit

☐ Limited Liability Co.

☒ Foreign

☐ Amendment

☐ Dissolution/Withdrawal

☐ Annual Report

☐ Reservation

☐ Photo Copies

☐ Call if Problem

☐ Merger

☐ Mark

☐ Other UCC Filing

☐ Change of R.A.

☐ Fic. Name

☐ CUS

☐ After 4:30

☒ Pick Up

☐ Limited Partnership

☐ Reinstatement

☐ Certified Copy

☐ Call When Ready

☒ Walk In

☐ Mail Out

Name

Availability

Document

Examiner

Updater

Verifier

Acknowledgment

W.P. Verifier

PLEASE RETURN EXTRA COPIES  
FILE STAMPED

TO

JEFFREY D. BUTTERFIELD

3/29

3/29/99

# 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 23772, 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 24, 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., Law Dept., 10800 Biscayne Blvd., 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)

FILED  
99 MAR 29 PM 1:15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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: \_\_\_\_\_

FILED  
99 MAR 29 PM 1:15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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)

FILED  
99 MAR 29 PM 1:15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

**Purpose Clause of  
Aircraft 23772, 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 aircraft bearing manufacturer's serial number 23772 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).

**FILED**

99 MAR 29 PM 1:15

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**LIST OF OFFICERS & DIRECTORS FOR  
AIRCRAFT 23772, 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
EXECUTIVE V.P. & SECRETARY:	Martin Kalb
ASSISTANT SECRETARY:	C. Deryl Couch
ASSISTANT SECRETARY:	Teri M. Trimmer

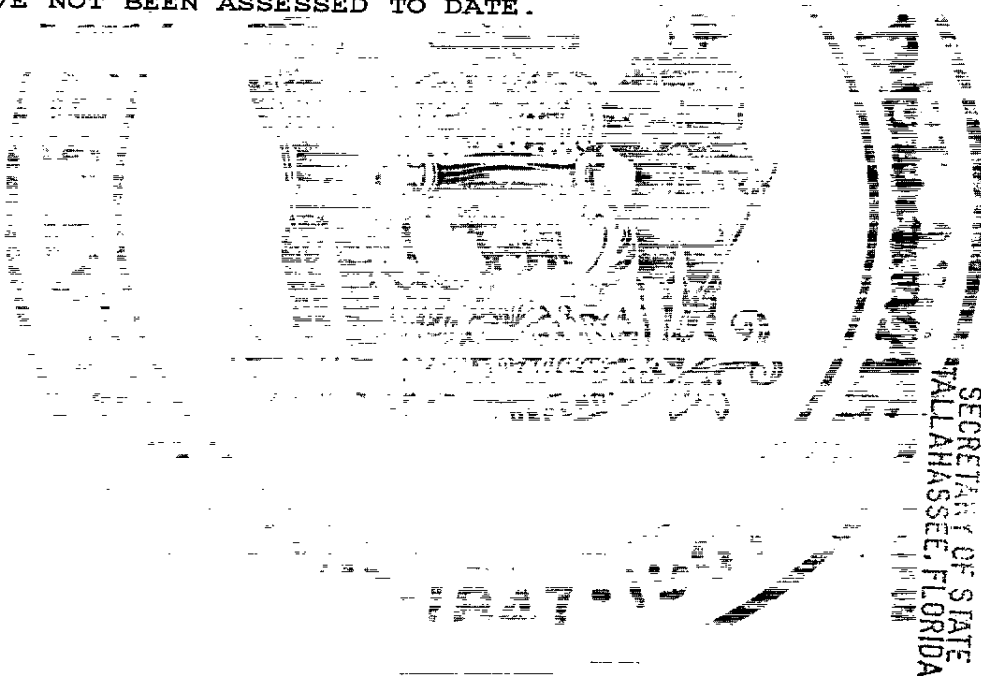
**FILED**  
99 MAR 29 PM 1:15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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 "AIRCRAFT 23772, 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-SIXTH DAY OF MARCH, A.D. 1999.

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



FILED  
99 MAR 29 PM 1:15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



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

3020918 8300

991118747

AUTHENTICATION:

DATE:

9652528

03-26-99