

F99000003338

Document Number Only

CT Corporation System
660 East Jefferson Street
Tallahassee, FL 32301
Tel 850 222 1092
Fax 850 222 7615
Attn: Jeff Netherton

100002917061--9
-06/28/99--01080--019
*****70.00 *****70.00

100002917061--9
-06/28/99--01080--020
*****17.50 *****17.50

CORPORATION(S) NAME

Aircraft 369, Inc.

<input checked="" type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input type="checkbox"/> Merger
<input type="checkbox"/> Nonprofit		
<input checked="" type="checkbox"/> Foreign	<input type="checkbox"/> Dissolution/Withdrawal	<input type="checkbox"/> Mark
	<input type="checkbox"/> Reinstatement	
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> LLC	<input type="checkbox"/> Name Registration	<input type="checkbox"/> Change of RA
	<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> UCC
<input type="checkbox"/> Certified Copy	<input type="checkbox"/> Photocopies	<input checked="" type="checkbox"/> CUS
		<input type="checkbox"/> (2)
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem	<input type="checkbox"/> After 4:30
<input checked="" type="checkbox"/> Walk In	<input type="checkbox"/> Will Wait	<input checked="" type="checkbox"/> Pick Up
<input type="checkbox"/> Mail Out		

Name _____
Availability _____
Document _____
Examiner _____
Updater _____
Verifier _____
Acknowledgement _____
W.P. Verifier _____

06/28/99

RECEIVED
99 JUN 28 PM 12:12
TALLAHASSEE, FL 32301
DIVISION OF CORPORATIONS
STATE OF FLORIDA

AL JUN 28 1999

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 369, 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. app. for
(FEI number, if applicable)
4. June 21, 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 817.155, F.S.))
7. 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 OF STATE

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JUN 28 PM 1:05

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
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JUN 28 PM 1:05

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
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JUN 28 PM 1:05

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

**Purpose Clause of
Aircraft 369, Inc.**

The nature of the business or purposes to be conducted or promoted by the Corporation are 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 Airbus A320-231 bearing manufacturer's serial number 369 together with its 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 or the provision of credit support to secure or support indebtedness of affiliates of the corporation to the extent required in connection with any financing of the aircraft or in connection with the credit facility under which such financing is provided).

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JUN 28 PM 1:05

**LIST OF OFFICERS & DIRECTORS FOR
AIRCRAFT 369, 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:	Stuart Cauff
VICE PRESIDENT:	Wayne Lippman
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
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JUN 28 PM 1:05

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "AIRCRAFT 369, 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-FOURTH DAY OF JUNE, 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 JUN 28 PM 1:05



Edward J. Freel

Edward J. Freel, Secretary of State

3059289 8300

9825066

991255500

AUTHENTICATION:

DATE:

06-24-99