

Document Number Only

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C T CORPORATION SYSTEM

660 East Jefferson Street

Requestor's Name

Tallahassee, Florida 32301

Address

(850) 222-1092

City

State

Zip

Phone

CORPORATION(S) NAME

400002963334--0

-08/18/99--01063--010

*****8.75 *****8.75

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*****70.00 *****70.00

Principal 53624, J

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DIVISION OF CORPORATIONS

☒ Profit

☐ NonProfit

☐ Limited Liability Company

☒ Foreign

☐ Amendment

☐ Merger

☐ Dissolution/Withdrawal

☐ Mark

☐ Limited Partnership

☐ Annual Report

☐ Other

☐ Reinstatement

☐ Fict. Filing

☐ Change of R.A.

☐ Limited Liability Partnership

☐ UCC-1 UCC-3

☐ Certified Copy

☐ Photo Copies

☒ CUS

☐ Call When Ready

☐ Call if Problem

☐ After 4:30

☒ Walk In

☐ Will Wait

☒ Pick Up

☐ Mail Out

Name
Availability

Document
Examiner

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Verifier

Acknowledgment

W.P. Verifier

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Thanks, Melanie

AUG 18

h/r
8/18/99

**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:

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1. Aircraft 53624, 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. August 13, 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 Asst. Secretary

(Type Name and Title of Officer)

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: _____

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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 53624, 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 MD-83 aircraft bearing manufacturer's serial number 53624 and 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 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 53624, 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 and	
PRESIDENT:	Robert J. New
VICE PRESIDENT & TREASURER:	Jonathan New
VICE PRESIDENT:	Jep Thornton
VICE PRESIDENT: ==	Sam Thornton
VICE PRESIDENT:	Daniel Chait
VICE PRESIDENT:	David Vorrath
VICE PRESIDENT:	Richard Giles
EXECUTIVE V.P. & SECRETARY:	Martin Kalb
ASSISTANT SECRETARY:	C. Deryl Couch
ASSISTANT SECRETARY:	Teri M. Trimmer

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 53624, 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 SIXTEENTH DAY OF AUGUST, A.D. 1999.

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




Edward J. Freel, Secretary of State

3082924 8300

991339057

AUTHENTICATION:

9922394

DATE:

08-16-99