

Document Number Only

**F99000004278**

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

700002963337--0

-08/18/99--01063--012

\*\*\*\*\*8.75 \*\*\*\*\*2.75

-08/18/99--01063--011

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

*Filecraft 53123, Inc.*

☒ 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

|                   |
|-------------------|
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| W.P. Verifier     |

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Thanks, Melanie

**AUG 18**

9 AUG 18 PM 1:08

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*1311  
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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SECRETARY OF CORPORATIONS  
69 AUG 16  
PM 3:46

1. Aircraft 53623, 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. Sec.  
(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: \_\_\_\_\_  
\_\_\_\_\_

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B. OFFICERS

President: See attached list of officers

Address: \_\_\_\_\_  
\_\_\_\_\_

Vice President: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

Secretary: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

Treasurer: \_\_\_\_\_  
Address: \_\_\_\_\_  
\_\_\_\_\_

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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)

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

**Purpose Clause of  
Aircraft 53623, Inc.**

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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 53623 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 53623, 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<br>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 53623, 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*  
Edward J. Freel, Secretary of State

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991339052

AUTHENTICATION:

DATE:

9922389

08-16-99