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AeroInvestments, LLC

March 9, 2000

Florida Department of State
Division of Corporations
Registration Section
PO Box 6327
Tallahassee, FL 32314

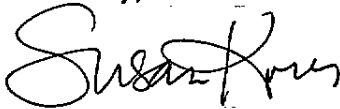
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Dear Madam/Sir:

Enclosed please find the completed application for authorization to transact business in Florida, the certificate of designation of registered agent, the certificate of good standing and a check for the filing fee for AeroInvestments, LLC.

We look forward to receiving a letter of acknowledgement from you in the near future. If you have any questions or require additional information, please do not hesitate to contact me.

Sincerely,



Susan Kores
Executive Administrator

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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4770 Biscayne Blvd. - #1000 - Miami, Florida 33137
Phone: (305) 576-2403 - Facsimile: (305) 576-5038
E-mail: cartina@interserv.com

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACTIONS BUSINESS IN THE STATE OF FLORIDA:

1. AeroInvestments, LLC
(Name of foreign limited liability company)

2. Delaware 3. 65-0973752
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. August 24, 1999 5. 2009
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")

6. January 3, 2000
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))

7. 4770 Biscayne Blvd., Suite 1000
Miami, Florida 33137
(Street address of principal office)

8. If limited liability company is a manager-managed company, check here ☒

9. The name and usual business addresses of the managing members or managers are as follows:
Cartina Management, Inc.
4770 Biscayne Blvd., Suite 1000
Miami, FL 33137

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TALLAHASSEE, FLORIDA

10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

11. Nature of business or purposes to be conducted or promoted in Florida: The acquisition,
leasing and sales of commercial aircraft.

Carlos Chomut
Signature of a member or an authorized representative of a member.
(In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Carlos Chomut, President, Cartina Management, Inc.
Typed or printed name of signee

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

AeroInvestments, LLC

2. The name and the Florida street address of the registered agent and office are:

William F. Murphy, Murphy : O'Brien
(Name)

4770 Biscayne Blvd., Suite 930

Florida street address (P.O. Box **NOT** ACCEPTABLE)

Miami, FL 33137

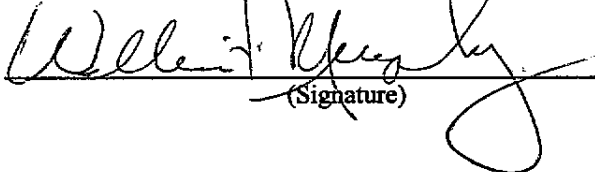
City/State/Zip

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S..


(Signature)

\$ 100.00	Filing Fee for Application
\$ 25.00	Designation of Registered Agent
\$ 30.00	Certified Copy (optional)
\$ 5.00	Certificate of Status (optional)

State of Delaware
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "AEROINVESTMENTS, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-NINTH DAY OF FEBRUARY, A.D. 2000.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

AUTHENTICATION:

02-29-00

DATE:

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