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FILED
JUN -7 AM 9:54
TALLAHASSEE, FLORIDA

June 6, 2002

*ALSO MEMBER OF NJ BAR
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Federal Express
Secretary of State
Corporation Bureau
409 East Gaines Street
Tallahassee, FL 32399

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****125.00 ****125.00

Re: A&R Jet Leasing, LLC

AL

Dear Sir or Madam:

Enclosed please find for filing with your office an original and one copy of an Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida along with a good standing certificate from the State of Delaware. Also enclosed is a firm check in the amount of \$125 to cover your filing fees. Please return the filed documents to the undersigned in the enclosed federal express envelope.

Thank you for your assistance in this matter. If you have any questions, please feel free to contact the undersigned.

Very truly yours,

Lisa E. Garlatti
LISA E. GARLATTI
Legal Assistant

/hs
Enclosures

**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 TRANSACTION BUSINESS IN THE STATE OF FLORIDA:

1. A&R Jet Leasing, LLC
(Name of foreign limited liability company)
2. Delaware 3. 75-3037938
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)
4. April 2, 2002 5. Perpetual
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")
6. "Upon qualification"
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 2333 Ponce de Leon Blvd., Suite 600, Coral Gables, FL 33134
(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:
- Robert M. Potamkin 2333 Ponce de Leon Blvd., Suite 600, Coral Gables, FL 33134
- Alan H. Potamkin 2333 Ponce de Leon Blvd., Suite 600, Coral Gables, FL 33134
- Veronica Farr 2333 Ponce de Leon Blvd., Suite 600, Coral Gables, FL 33134
- David Yusko 2333 Ponce de Leon Blvd., Suite 600, Coral Gables, FL 33134
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: To provide travel related services

Veronica Farr
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.)

Veronica Farr

Typed or printed name of signee

FILED
02 JUN -7 AM 9:55
TALLAHASSEE, FLORIDA

**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:

A&R Jet Leasing, LLC

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

Veronica Farr

(Name)

2333 Ponce de Leon Blvd. Suite 600

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

Coral Gables,

FL 33134

(City/State/Zip)

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02 JUN -7 AM 9:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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.

Veronica Farr

By: 

(Signature)

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

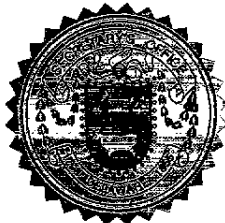
Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "A&R JET LEASING, 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 FOURTH DAY OF JUNE, A.D. 2002.

FILED
02 JUN -7 AM 9:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 1812138

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DATE: 06-04-02