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OFFICE OF CORPORATIONS
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 660280 4309769

AUTHORIZATION :

Patricia Pizito

COST LIMIT : \$ 125.00

ORDER DATE : July 11, 2002

ORDER TIME : 11:0 AM

ORDER NO. : 660280-005

CUSTOMER NO: 4309769

CUSTOMER: Ms. Teresa W. Vaccaro
Baker Donelson Bearman &
Suite 2000
165 Madison Avenue
Memphis, TN 38103

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FOREIGN FILINGS

NAME: INTREPID AVIATION PARTNERS
VIII, LLC

800006350888--3

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Angie Glisar -- EXT# 1124

EXAMINER: _____

J. BRYAN JUL 12 2002

**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:

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1. INTREPID AVIATION PARTNERS VIII, LLC
(Name of foreign limited liability company)
2. DELAWARE
(Jurisdiction under the law of which foreign limited liability company is organized)
3. APPLIED FOR
(FEI number, if applicable)
4. JULY 10, 2002
(Date of Organization)
5. PERPETUAL
(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. 5399 EAST HIGHWAY, C30-A, P.M.B.#244, SEAGROVE BEACH, FLORIDA 32459

(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:

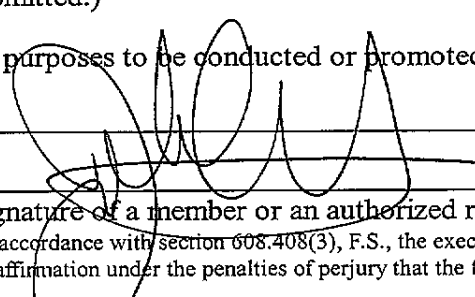
RONALD K. ANDERSON - 5399 EAST HIGHWAY, C30-A, P.M.B. #244, SEAGROVE BEACH, FL 32459

MICHAEL GOLDBERG - 5399 EAST HIGHWAY, C30-A, P.M.B.#244, SEAGROVE BEACH, FL 32459

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: SALE AND LEASING

OF AIRCRAFT


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.)

JOHN E. KRUGER, SECRETARY

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:

INTREPID AVIATION PARTNERS VIII, LLC

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

CORPORATION SERVICE COMPANY

(Name)

1201 HAYS STREET

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

TALAHASSEE

FL 32301-2607

(City/State/Zip)

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.

Cynthia L. Harris
as its agent

Cynthia L. Harris
(Signature)

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

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Delaware

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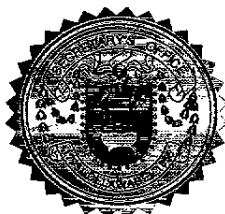
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "INTREPID AVIATION PARTNERS VIII, 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 TENTH DAY OF JULY, A.D. 2002.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "INTREPID AVIATION PARTNERS VIII, LLC" WAS FORMED ON THE TENTH DAY OF JULY, A.D. 2002.

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

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Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 1876369

DATE: 07-10-02