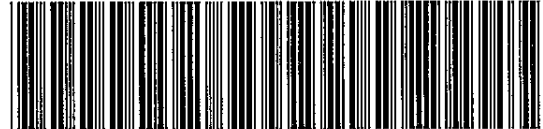


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TALLAHASSEE, FL



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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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(Business Entity Name)

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA



CORPORATION SERVICE COMPANY™

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03 MAR 17 PM 2:37

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 967074 7371271

AUTHORIZATION : *Patricia Pigott*

COST LIMIT : \$ 125.00

ORDER DATE : March 13, 2003

ORDER TIME : 11:07 AM

ORDER NO. : 967074-030

CUSTOMER NO: 7371271

CUSTOMER: William Mccarthy, Esq.
William Mccarthy, Esq.
Suite 211
2263 N.w. 2nd Avenue
Boca Raton, FL 33431

FOREIGN FILINGS

NAME: AIRBORNE FINANCE, LLC

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Amanda Haddan -- EXT# 1139

EXAMINER: _____

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TALLAHASSEE, FLORIDA

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

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

1. The name of the foreign limited liability company is:

Airborne Finance, LLC

2. The jurisdiction under which the foreign limited liability company is organized is
Delaware.

3. FEI Number has been applied for.

4. Date of Organization: March 13, 2003

5. Duration: Perpetual

6. Date first transacted business in Florida: Upon qualification.

7. Street address of principal office: 5500 N.W. 21st Terrace, Hanger 5
Ft. Lauderdale, FL 33309

8. Limited Liability Company is not a manager-managed company.

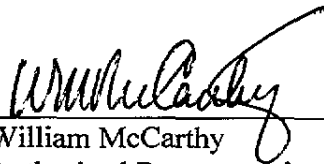
9. The name and usual business addresses of the managing members are as follows:

Harold J. Brooks
5500 N.W. 21st Terrace
Hanger 5
Ft. Lauderdale, FL 33309

Robert J. Brown
5500 N.W. 21st Terrace
Hanger 5
Ft. Lauderdale, FL 33309

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.

11. Nature of business or purposes to be conducted or promoted in Florida: Aircraft and
automobile sales and leasing.



William McCarthy
Authorized Representative

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

FILED
03 MAR 17 PM 2
SECRETARY OF ST.
TALLAHASSEE, FLO.

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.

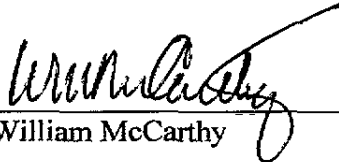
1. The name of the Limited Liability Company is:

Airborne Finance, LLC

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

William McCarthy, Esq.
2263 N.W. 2nd Avenue, Suite 211
Boca Raton, FL 33431

HAVING BEEN NAMED AS REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATES 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.



William McCarthy

Delaware

The First State

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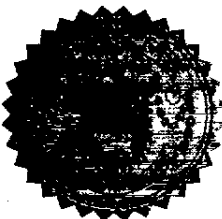
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "AIRBORNE FINANCE, 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 FOURTEENTH DAY OF MARCH, A.D. 2003.

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

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "AIRBORNE FINANCE, LLC" WAS FORMED ON THE THIRTEENTH DAY OF MARCH, A.D. 2003.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

3635923 8300

AUTHENTICATION: 2308169

030171980

DATE: 03-14-03