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LAW OFFICES
NELSON MULLINS RILEY & SCARBOROUGH, L.L.P.
A REGISTERED LIMITED LIABILITY PARTNERSHIP

POINSETT PLAZA
104 SOUTH MAIN STREET, SUITE 900
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WINSTON-SALEM, NORTH CAROLINA

October 29, 2003

Florida Secretary of State
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: Charter Aviation, LLC
NMRS File No. 06181/00004

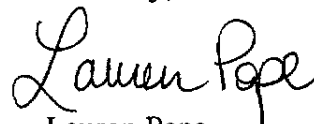
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TALLAHASSEE, FLORIDA

Dear Sir or Madam:

Enclosed please find the original signed Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida, the original signed Certificate of Designation of Registered Agent, and the original Certificate of Formation from the state of Delaware. Also enclosed is our firm's check number 23602 in the amount of \$130 for the Application fee of \$100, the Designation of Registered Agent fee of \$25, and the Certificate of Status fee of \$5.

Thank you for your assistance in this matter. Should you require anything further, please do not hesitate to contact me.

Sincerely,



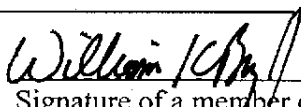
Lauren Pope
Corporate Assistant

lep
Enclosures
cc: Walter H. Hinton, II, Esq.

**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. Charter Aviation, LLC
(Name of foreign limited liability company)
2. Delaware 3. 57-1121057
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)
4. April 26, 2001 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. 1553 Gerbing Road
Amelia Island, FL 32034
(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:
General Wholesale Distributors, Inc., 2299 Ridge Road, Greenville, SC 29607
WKB Enterprises, Inc., 2299 Ridge Road, Greenville, SC 29607
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: Ownership, leasing and management of civil 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.)

William K. Bryan, Jr., President, Gen. Wholesale Distributor:

Typed or printed name of signer

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TALLAHASSEE, FL 32302

**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:

Charter Aviation, LLC

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

Samuel T. Edwards, Jr.

(Name)

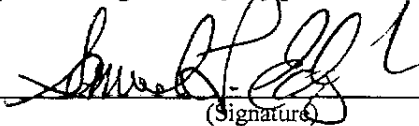
1553 Gerbing Road

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

Amelia Island, FL 32034

(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.


(Signature)

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

TALLAHASSEE, FLORIDA

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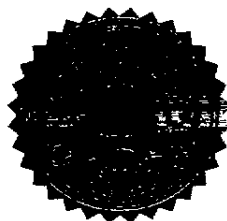
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PAGE 1

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CHARTER AVIATION, 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 SEVENTH DAY OF OCTOBER, A.D. 2003.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State