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FLORIDA/FOREIGN LIMITED LIABILITY CO.

Hookers Point Fuel Facilities LLC

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**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. HOOKERS POINT FUEL FACILITIES LLC
(Name of Foreign Limited Liability Company)
2. Delaware
(Jurisdiction under the law of which foreign limited liability company is organized)
3. _____
(FEI number, if applicable)
4. December 18, 2006
(Date of Organization)
5. Perpetual
(Duration: Year limited liability company will cease to exist or "perpetual")
6. _____
(Date first transacted business in Florida, if prior to registration.)
(See sections 608.501 & 608.502 F.S. to determine penalty liability)
7. c/o Southwest Airlines Co., Fuel Operations, P. O. Box 36611, HDQ 7FM,
2702 Love Field Drive, Dallas, Texas 75235 Attention: Jim Stevenson
(Street Address of Principal Office)

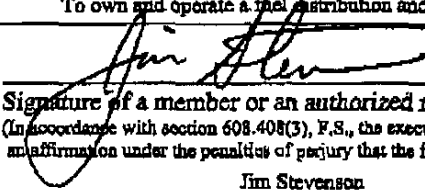
8. If limited liability company is a manager-managed company, check here ☐
9. The name and usual business addresses of the managing members or managers are as follows:

SEE EXHIBIT "A" ATTACHED HERETO.

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 own and operate a fuel distribution and storage facility.



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.)

Jim Stevenson

Typed or printed name of signer

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**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:

HOOKE'S POINT FUEL FACILITIES LLC

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

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(Name)

1200 South Pine Island Road

Florida Street Address (P.O. Box NOT ACCEPTABLE)

Plantation, Florida 33324

City/State/Zip

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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, Florida Statutes.

C T CORPORATION SYSTEM

By: Jeffrey D. Butterfield

(Signature)

Jeffrey D. Butterfield
Assistant Secretary

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

EXHIBIT "A"

HOOKERS POINT FUEL FACILITIES LLC

LIST OF MEMBERS

AIR TRANSPORT INTERNATIONAL, INC.

440 Exchange
Irving, CA 92602

AIRTRAN AIRWAYS, INC.

9955 Airtran Blvd.
Orlando, FL 32827

AMERICAN AIRLINES, INC.

Mail Drop 5223
P.O. Box 619616
DFW Int'l Airport TX 75261-9616

ATA AIRLINES, INC.

7337 West Washington Street
Indianapolis, IN 46231

BRITISH AIRWAYS PLC, INC.

Station Operations
Waterside (HEB3)
Americas House
P.O. Box 365
Harmondsworth, Middlesex UB7 0GB
United Kingdom

COMAIR, INC

Department 920
Atlanta, GA 30354

CONTINENTAL AIRLINES, INC.

P.O. Box 4607-Dept. HQSHF
Houston, TX 77210-4607

DELTA AIR LINES, INC.

Department 920
P.O. Box 20531
Atlanta, GA 30320-2531

FRONTIER AIRLINES, INC.

Frontier Center One
Denver, CO 80249

NORTHWEST AIRLINES, INC.

Department A4195
5101 Northwest Drive
St. Paul, MN 55111-3034

SOUTHWEST AIRLINES CO.

P.O. Box 3661, HDQ7FM
2702 Love Field Drive
Dallas, TX 75235

SPIRIT AIRLINES, INC.

9450 D Airport Boulevard
Orlando, FL 32827

UNITED AIR LINES, INC.

1200 E. Algonquin Road
Elk Road Village, IL 60007

UNITED PARCEL SERVICE CO.

Materials Management
55 Glenlake Parkway, N.E.
Atlanta, GA 30328

US AIRWAYS, INC.
Fuel Administration H-3051
Pittsburgh International Airport
P.O. Box 12346
Pittsburgh, PA 15231-0346

**VIRGIN ATLANTIC AIRWAYS
LIMITED**
Crawley Business Quarter
Manor Royal - Crawley
West Sussex RH10 2NU/England

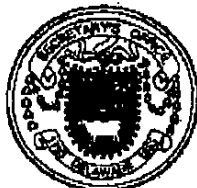
Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "HOOKERS POINT FUEL FACILITIES 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 TWENTIETH DAY OF DECEMBER, A.D. 2006.

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061160168



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 5295633

DATE: 12-20-06