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Florida Department of State  
Division of Corporations  
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To: Division of Corporations  
Fax Number : (850) 617-6383

From: Account Name : NATIONAL CORPORATE RESEARCH, LTD.  
Account Number : I20000000088  
Phone : (800) 221-0102  
Fax Number : (212) 564-6083

FLORIDA/FOREIGN LIMITED LIABILITY CO.

PROMETHEUS AVIATION II, LLC

Certificate of Status	0
Certified Copy	1
Page Count	04
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S. HAWKES  
AUG 12 2009  
EXAMINER

FILED  
09 AUG 11 AM 10:41  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RECEIVED  
09 AUG 11 PM 1:54  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

09 AUG 11 AM 10:41  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, 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. Prometheus Aviation II, LLC  
(Name of Foreign Limited Liability Company; must include "Limited Liability Company," "L.L.C.," or "LLC.")

(If name unavailable, enter alternate name adopted for the purpose of transacting business in Florida and attach a copy of the written consent of the managers or managing members adopting the alternate name. The alternate name must include "Limited Liability Company," "L.L.C.," "LLC.")

2. Delaware 3. 27-0706777  
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. August 10, 2009 5. Perpetual  
(Date of Organization) (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. 601 Cleveland Street, Suite 625  
Clearwater, FL 33755  
(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:  
Prometheus Investment Management, LLC (sole member)  
601 Cleveland Street, Suite 625  
Clearwater, FL 33755

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: Aircraft Leasing

  
\_\_\_\_\_  
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.)  
Thomas J. Stalzer, Authorized Person  
Typed or printed name of signee

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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.

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TALLAHASSEE, FLORIDA

1. The name of the Limited Liability Company is:

Prometheus Aviation II, LLC

If unavailable, the alternate to be used in the state of Florida is:

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

National Corporate Research, Ltd., Inc.  
(Name)

515 East Park Avenue  
Florida Street Address (P.O. Box NOT ACCEPTABLE)

Tallahassee, FL 32301  
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, Florida Statutes.*

  
(Signature)

Karen McKeown  
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)

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CONSENT TO USE OF SIMILAR NAME

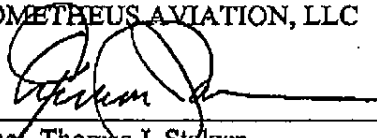
TO: Division of Corporations  
Registration Section  
P.O. Box 6327  
Tallahassee, FL 32314

PROMETHEUS AVIATION, LLC

Prometheus Aviation, LLC, a Delaware limited liability company, hereby consents to the use of the similar name, Prometheus Aviation II, LLC, by its affiliate which is this day filing the attached Application for Authority to Transact Business in Florida.

This 11<sup>th</sup> day of August, 2009.

PROMETHEUS AVIATION, LLC

By:   
Name: Thomas J. Stalzer  
Title: Authorized Person

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TALLAHASSEE, FLORIDA

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# Delaware

*The First State*

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PROMETHEUS AVIATION II, 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 AUGUST, A.D. 2009.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "PROMETHEUS AVIATION II, LLC" WAS FORMED ON THE TENTH DAY OF AUGUST, A.D. 2009.

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

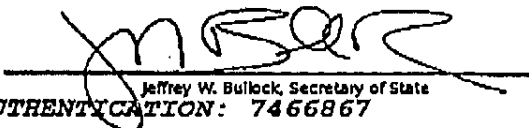
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TALLAHASSEE, FLORIDA



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You may verify this certificate online at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 7466867

DATE: 08-10-09