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SYCRETARY OF STATE CORPORATIONS

B. KOHR

DEL - 4 2009

EXAMINER



ACCOUNT NO. : I2000000195

REFERENCE: 206143 4804708

AUTHORIZATION

COST LIMIT

ORDER DATE: December 3, 2009

ORDER TIME : 12:24 PM

ORDER NO. : 206143-005

CUSTOMER NO: 4804708

FOREIGN FILINGS

NAME: SQUADRON LEASING III LLC

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

_ CERTIFIED COPY ____ PLAIN STAMPED COPY CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight -- EXT# 2956

EXAMINER:

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: Squadron Leasing III 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.") Delaware (FEI number, if applicable) (Jurisdiction under the law of which foreign limited liability company is organized) Perpetual November 16, 2009 (Duration: Year limited liability company will 4 (Date of Organization) exist or "perpetual") (Date first transacted business in Florida, if prior to registration.) (See sections 608.501 & 608.502 F.S. to determine penalty liability) 7 848 Brickell Avenue, Suite 500 Miami, FL 33131 (Street Address of Principal Office) 8. If limited liability company is a manager-managed company, check here \(\subseteq \) 9. The name and usual business addresses of the managing members or managers are as follows: Apollo Aviation Fund Management, LLC, managing member 848 Brickell Avenue, Suite 500, Miami, FL 33131 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 engage in any and all lawful business activities as provided and permitted by the State of Florida. 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.) Willaim D. Hoffman

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:	
Squadron Leasing	g III LLC
If name unavailable, the alternate name to be used in	the state of Florida is:
2. The name and the Florida street address of the reg	gistered agent and office are:
Rhonda	Polk
(Nam	ic)
848 Brickell Ave	enue, Suite 500
Florida Street Address (P.O.	Box NOT ACCEPTABLE)
Miami	FL 33131
City/S	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.

BY: Rhoud J Ack
(Signature)

\$ 100.00 Filing Fee for Application

\$ 25.00 Designation of Registered Agent

\$ 30.00 Certified Copy (optional)

\$ 5.00 Certificate of Status (optional)

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF

DELAWARE, DO HEREBY CERTIFY "SQUADRON LEASING III 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 THIRD DAY OF DECEMBER, A.D. 2009.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "SQUADRON LEASING III LLC" WAS FORMED ON THE SIXTEENTH DAY OF NOVEMBER, A.D. 2009.

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

4753800 8300

091065946

AUTHENTICATION: 7675081

DATE: 12-03-09

You may verify this certificate online at corp.delaware.gov/authver.shtml