

Thursday, July 1, 1999

Division of Corporations

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FOREIGN LIMITED LIABILITY COMPANY

Orion Air Lease, LLC

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FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

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July 14, 1999

CORPORATE CREATIONS INTERNATIONAL INC.

SUBJECT: ORION AIR LEASE, LLC  
REF: W99000016133

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The document must contain the name, title, and business address of each managing member or manager who will manage the foreign limited liability company in the state of Florida. Please insert "MGRM" in the title portion for each managing member and "MGR" in the title portion for each manager.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6967.

Michelle Hodges  
Document Specialist

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Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

H99000016211

## 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. Orion Air Lease, LLC

(Name of foreign limited liability company must end with the words "limited company" or their abbreviation "L.C." if not so  
contained in the name at present. Please note: "L.L.C." is not an acceptable suffix in Florida.)

2. Delaware

(jurisdiction under the law of which foreign limited liability  
company is organized)

3. 52-2177588

(FEI number, if applicable)

4. June 17, 1999

(Date of Organization)

5. perpetual unless the Company dissolves in accordance  
with the provisions of its regulations.

(Duration: Year limited liability company will cease to exist  
or "perpetual")

6. upon filing of this application

(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.)

7. 7930 NW 36th Street, Suite 23-124

Miami, FL 33166

(Street address of principal office)

8. List name, title, and business address of each managing member [MGRM] or  
manager [MGR] who will manage the foreign limited liability company in Florida:  
(attach additional page if necessary)

NAME & ADDRESS:

TITLE:

William D. Hoffman  
7930 NW 36th Street, Suite 23-124  
Miami FL 33166

MGRM

Fred Murphy  
7930 NW 36th Street, Suite 23-124  
Miami FL 33166

MGRM

NAME & ADDRESS:

TITLE:

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William Glenn Dill, Jr. | FL Bar Member 127345  
Law Offices of Hoffman & Hoffman, P.A.  
999 Brickell Avenue, Suite 650  
Miami FL 33131  
305-372-2877

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*State of Delaware*  
*Office of the Secretary of State*

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ORION AIR LEASE, 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 EIGHTH DAY OF JULY, A.D. 1999.



*Edward J. Freel*

Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE: 9852522

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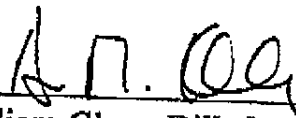
**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA,

**LIMITED LIABILITY COMPANY:**  
Orion Air Lease, LLC

**REGISTERED AGENT/OFFICE:**  
William Glenn Dill, Jr.  
999 Brickell Avenue, Suite 650  
Miami FL 33131

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.

  
\_\_\_\_\_  
William Glenn Dill, Jr.  
by A.M. Kelly as attorney-in-fact

Date: July 13, 1999

William Glenn Dill, Jr. | FL Bar Member 127345  
Law Offices of Hoffman & Hoffman, P.A.  
999 Brickell Avenue, Suite 650  
Miami FL 33131  
305-372-2877

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# AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN LIMITED LIABILITY COMPANY

## Limited Liability Company:

Orion Air Lease, LLC

The undersigned deposes and says:

1. The above named Company has at least two members.
2. The total amount of initial cash contributed by the members is \$10.00.
3. The agreed value of property other than cash contributed by the members is zero.  
(If the members contributed property other than cash, a description of the property is attached.)
4. The total amount of cash or property anticipated to be contributed by the members is \$900,000,000 or less.

  
\_\_\_\_\_  
William D. Hoffman, Member  
by Andreas M. Kelly as attorney-in-fact

Date: July 13, 1999

William Glenn Dill, Jr. | FL Bar Member 127345  
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