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Florida Department of State
Division of Corporations
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To: Division of Corporations
Fax Number : (850) 922-4003

From: Account Name : BILZIN, SUMBERG DUNN PRICE & AXELROD LLP
Account Number : 075350000132
Phone : (305) 374-7580
Fax Number : (305) 350-2446

10/5/99 AM 11:20

FOREIGN LIMITED LIABILITY COMPANY

SEAPLANE LEASING III, LLC

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Certificate of Status	1
Certified Copy	1
Page Count	02
Estimated Charge	\$160.00

Fax Audit NO. H99-25040

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. SEAPLANE LEASING III, LLC
(Name of foreign limited liability company)

2. Delaware
(Jurisdiction under the law of which foreign limited liability company is organized)

3. Applied For
(FBI number, if applicable)

4. 10-01-99
(Date of Organization)

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

6. As of the date of filing of this Application with the Secretary of State of the State of Florida.
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.)

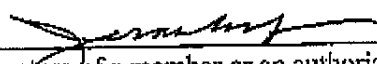
7. 3420 Bird Avenue., Coconut Grove, Florida 33133
(Street address of principal office)

8. If limited liability company is a manager-managed company, check here

9. The usual business addresses of the managing members or managers are as follows:
3420 Bird Avenue., Coconut Grove, Florida 33133

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 lawful act or activity for which a foreign limited liability company may transact business in the State of Florida under the laws of 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.)
James Confalone, Member
Typed or printed name of signee

This instrument prepared by:
John M. Kulm, Esquire
Florida Bar No. 966983
Bilzin Sumberg Dunn Price & Axelrod LLP
2500 First Union Financial Center
Miami, Florida 33111-2336
Telephone: 305-374-7580

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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:

SEAPLANE LEASING III, LLC

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

James Confalone
(Name)

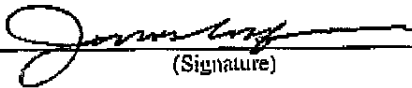
3420 Bird Avenue

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

Coconut Grove FL 33133
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, 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)

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State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SEAPLANE 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 FOURTH DAY OF OCTOBER, A.D. 1999.

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

30 OCT -5 1011:29



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION: 0007707

DATE: 10-04-99

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