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TRANSMITTAL LETTER

EFFECTIVE DATE

3-30-01

FILED

01 APR -3 AM 11:31

DEPT. OF STATE
TALLAHASSEE, FLORIDA

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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-04/03/01--01073--001

*****76.75 *****70.00

SUBJECT: AIR LEASE FINANCE Corp.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☒ \$70.00
Filing Fee

☐ \$78.75
Filing Fee
& Certificate of Status

☐ \$78.75
Filing Fee
& Certified Copy

☐ \$87.50
Filing Fee,
Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

FROM: PEORO MENDOZA
Name (Printed or typed)

4000 NW 28TH STREET
Address

MIAMI FL 33142
City, State & Zip

305-871-5449
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

D. BROWN APR - 6 2001 ✓

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DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION OF
AIR LEASE FINANCE CORP.
A FLORIDA CORPORATION**

In compliance with Chapters 607 and 621, Florida Statutes, the undersigned, acting as incorporator for AIR LEASE FINANCE CORP. (the "Company"), hereby adopts the following Articles of Organization:

ARTICLE I. NAME

The name of this corporation is AIR LEASE FINANCE CORP. (the "Company").

ARTICLE 1. ADDRESS

The principal place of business and mailing address of the Company is 4000 NW 28th Street, Suite 20, Miami, FL 33142.

ARTICLE 2. PURPOSE

This Company is organized with a general business purpose and to operate a jet engine leasing company. The Company has all powers provided by law and may use those powers to engage in any activities or business permitted under the laws of the United States, the State of Florida or otherwise.

ARTICLE 3. SHARES

The number of shares of stock in the Company is 1,000,000.

ARTICLE 4. INITIAL OFFICERS

The names and address of the initial officers of the Company are:

| <i>Name</i> | <i>Title</i> | <i>Address</i> |
|---------------|-------------------------|--|
| Robert Miller | Chief Executive Officer | 4000 NW 28 th Street, Suite 20, Miami, FL 33142 |
| Jacob Safdeye | Chief Operating Officer | 4000 NW 28 th Street, Suite 20, Miami, FL 33142 |

ARTICLE 5. INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the Company's registered agent is Pedro Menocal, 4000 NW 28th Street, Suite 20, Miami, FL 33142.

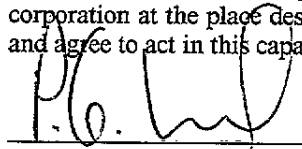
ARTICLE 6. INCORPORATOR

The name and street address of the Company's incorporator is Pedro Menocal, 4000 NW 28th Street, Suite 20, Miami, FL 33142.

ARTICLE 7. EFFECTIVE DATE

The effective date of the Company shall be March 30, 2001.

Having been named as registered agent and to accept service of process for the above stated Florida corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity.



Pedro Menocal
Incorporator and Registered Agent