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Florida Department of State
Division of Corporations
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FOREIGN PROFIT/NONPROFIT CORPORATION

Kitty Hawk Ground, Inc.

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1. Burch APR 12 2006

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.*

1. Kitty Hawk Ground, Inc.

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"
"Inc.," "Co.," "Corp.," "Ltd.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Delaware

(State or country under the law of which it is incorporated)

3. 20-4618998

(FEI number, if applicable)

4. 04/03/2006

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. 05/01/2006

(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 1515 W. 20th Street, DFW International Airport, TX 75261

(Principal office address)

P.O. Box 612787 DFW International Airport, TX 75261

(Current mailing address)

8. Transportation of freight

(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)

Name: CT Corporation System

Office Address: 1200 South Pine Island Road

Plantation

(City)

Florida 33324

(Zip code)

10. Registered agent's acceptance:

*Having been named as registered agent and to accept service of process for the above stated corporation at the place
designated in this application, 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 relative to the proper and complete performance of my duties,
and I am familiar with and accept the obligations of my position as registered agent.*

CT Corporation System

By: [Signature]

(Registered agent's signature)

Michael E. Jones

Assistant Secretary

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to
the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction
under the law of which it is incorporated.

12. Names and business addresses of officers and/or directors:

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A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Robert W. ZollerAddress: 1515 W. 20th StreetDFW International Airport, TX 75261

Director: _____

Address: _____

B. OFFICERS *SEE ATTACHMENT*President: Robert W. ZollerAddress: 1515 W. 20th StreetDFW International Airport, TX 75261Vice President: Steven MarkhoffAddress: 1515 W. 20th StreetDFW International Airport, TX 75261Secretary: Steven MarkhoffAddress: 1515 W. 20th Street DFW International Airport, TX 75261Treasurer: James KupferschmidAddress: 1515 W. 20th Street DFW International Airport, TX 75261

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. _____
(Signature of Director or Officer listed in number 12 of the application)14. Steven Markhoff, Vice President
(Typed or printed name and capacity of person signing application)FILED
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Attachment to Florida

Officers & Directors

-
- | | | |
|------|-------------------|---------------------------|
| 1. | Full Name: | Robert W. Zoller |
| | Officer/Director: | Officer, Director |
| | Officer's Title: | President/CEO |
| | Director's Title: | Other Director |
| | Business Address: | 1515 W. 20th Street |
| | City: | DFW International Airport |
| | State: | TX |
| | ZIP Code: | 75261 |
|
 | | |
| 2. | Full Name: | James Kypferschmid |
| | Officer/Director: | Officer |
| | Officer's Title: | Treasurer |
| | Business Address: | 1515 W. 20th Street |
| | City: | DFW International Airport |
| | State: | TX |
| | ZIP Code: | 75261 |
|
 | | |
| 3. | Full Name: | Steven Markhoff |
| | Officer/Director: | Officer |
| | Officer's Title: | Vice-President/Secretary |
| | Business Address: | 1515 W. 20th Street |
| | City: | DFW International Airport |
| | State: | TX |
| | ZIP Code: | 75261 |

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Delaware

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The First State

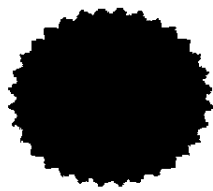
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "KITTY HAWK GROUND INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SEVENTH DAY OF APRIL, A.D. 2006.

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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



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Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 4651824

DATE: 04-07-06