



THE UNITED STATES CORPORATION COMPANY

F99000005417

FILED SECRETARY OF STATE DIVISION OF CORPORATIONS 99 OCT 21 AM 10:39

ACCOUNT NO. : 072100000032
REFERENCE : 422651 7115128
AUTHORIZATION :
COST LIMIT : \$ PPD

ORDER DATE : October 20, 1999
ORDER TIME : 3:29 PM
ORDER NO. : 422651-005
CUSTOMER NO: 7115128

000003021830-9
-10/22/99--01002--022
*****87.50 *****87.50

CUSTOMER: Ms. Barbara Helwig
Jet Aviation, Inc.
114 Charles A Lindbergh Drive
Teterboro, NJ 07608

FOREIGN FILINGS

NAME: JET AVIATION HOLDINGS, INC.

XXXX QUALIFICATION (TYPE: CO)

Handwritten circled number 5

FILED SECRETARY OF STATE DIVISION OF CORPORATIONS 99 OCT 21 AM 10:39

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- XX CERTIFIED COPY
PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janine Lazzarini

Handwritten initials and date 10/21/99

RECEIVED 99 OCT 21 PM 4:44 DIVISION OF CORPORATIONS TALLAHASSEE, FLORIDA

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

SECRETARY OF STATE
DIVISION OF CORPORATIONS
99-000121 AM 10:39

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. Jet Aviation Holdings, Inc.
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. Delaware 3. 04-3030517
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. June 22, 1988 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. Upon qualification
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

Attn: Office of the CFO
7. 113 Charles A. Lindbergh Drive
Teterboro, NJ 07608
(Current mailing address)

8. Aviation Holding Company
(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 or Mail Drop Box **NOT** acceptable)

Name: Corporation Service Company
Office Address: 1201 Hays Street
Tallahassee, Florida, 32301
(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.

Deborah D. Skipper Deborah D. Skipper
(Registered agent's signature) as its agent

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 addresses of officers and/or directors: (Street address **ONLY** - P.O. Box **NOT** acceptable)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 OCT 21 AM 10:39

A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: Thomas M. Hirschmann
Address: 113 Charles A. Lindbergh Drive
Teterboro, NJ 07608

Vice Chairman: _____
Address: _____

Director: Terrance P. Kelley
Address: 113 Charles A. Lindbergh Drive
Teterboro, NJ 07608

Director: Vernon B. Bieraugel
Address: 113 Charles A. Lindbergh Drive
Teterboro, NJ 07608

B. OFFICERS (Street address only - P.O. Box NOT acceptable)

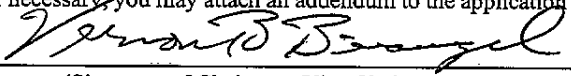
President: Terrance P. Kelley
Address: 113 Charles A. Lindbergh Drive
Teterboro, NJ 07608

Vice President: Vernon B. Bieraugel
Address: 113 Charles A. Lindbergh Drive
Teterboro, NJ 07608

Secretary: Vernon B. Bieraugel
Address: 113 Charles A. Lindbergh Drive
Teterboro, NJ 07608

Treasurer: Vernon B. Bieraugel
Address: 113 Charles A. Lindbergh Drive
Teterboro, NJ 07608

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

13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Vernon B. Bieraugel, Vice President and CFO
(Typed or printed name and capacity of person signing application)

TRANSMITTAL LETTER

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 OCT 21 AM 10:39

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: Jet Aviation Holdings, Inc.
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Vernon B. Bieraugel
(Name of Person)
Jet Aviation Holdings, Inc.
(Firm/Company)
113 Charles A. Lindbergh Drive
(Address)
Teterboro, NJ 07608
(City/State/Zip)

Should you need to call someone concerning this matter, please call:

Vernon B. Bieraugel at (201) 462-4041
(Name of Person) (Area Code & Daytime Telephone Number)

STREET ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- \$70.00 Filing Fee \$78.75 Filing Fee & Certificate of Status \$78.75 Filing Fee & Certified Copy \$87.50 Filing Fee, Certificate of Status & Certified Copy

State of Delaware
Office of the Secretary of State

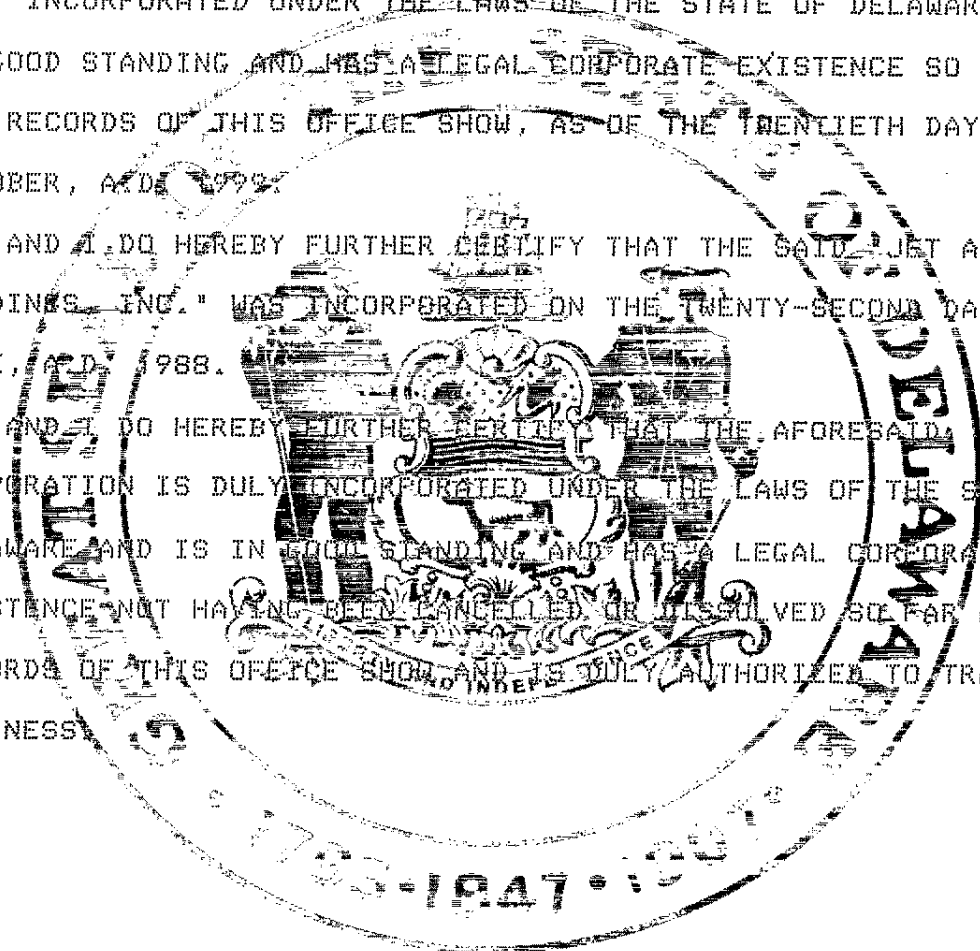
PAGE 1

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 OCT 21 AM 10:39

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "JET AVIATION HOLDINGS, 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 TWENTIETH DAY OF OCTOBER, A.D. 1999.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "JET AVIATION HOLDINGS, INC." WAS INCORPORATED ON THE TWENTY-SECOND DAY OF JUNE, A.D. 1988.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE NOT HAVING BEEN CANCELLED OR DISSOLVED SO FAR AS THE RECORDS OF THIS OFFICE SHOW AND IS DULY AUTHORIZED TO TRANSACT BUSINESS.



Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION:

2164580 8300

DATE: 0035747

991443622

10-20-99