

**IN THE THIRD DISTRICT COURT OF APPEAL
STATE OF FLORIDA**

Lower Court Case No. 2024-008942-CA-01

CARIBBEAN SUN AIRLINES, INC.
d/b/a WORLD ATLANTIC
AIRLINES, INC., and MIAMI AIR
INTERNATIONAL, INC.

Appellants,

3D24 - 1366

vs.

HALEVI ENTERPRISES, LLC

Appellee.

**NOTICE OF APPEAL OF ORDER APPOINTING RECEIVER PURSUANT
TO FLORIDA RULE OF APPELLATE PROCEDURE 9.130(a)(3)(D)**

NOTICE IS GIVEN that, Caribbean Sun Airlines, Inc. d/b/a World Atlantic Airlines Inc. and Miami Air International, Inc. Judgment Debtors/Appellants, appeals to the Third District Court of Appeal the nonfinal Order appointing F. Darrell Richardson as a receiver pursuant to Florida Rule of Appellate Procedure 9.130(a)(3)(D) entered on July 30, 2024 in the eleventh judicial circuit of Miami Dade county. A true and correct copy of the Order is attached hereto as Exhibit A. This Appeal is being filed in the abundance of caution since the Delaware Superior Court has issued an Order staying all enforcement of this action pending hearing on Judgment Debtors' motion to stay on September 5, 2024. The Judgment Creditors

have flouted the Order to stay entered by the Delaware Superior Court and have sent their receiver to the offices of Judgment Debtors. A true and correct copy of the Delaware Superior Court Order is attached hereto as Exhibit B.

Dated: August 1, 2024.

Respectfully submitted,

/s/Aileen M. Carpenter

Alexander Angueira, Esq. (FBN 0716091)

Aileen M. Carpenter, Esq. (FBN 1035905)

CARPENTER LAW

1650 Galiano Street #TH 14

Coral Gables, Florida 33134

T: 321.732.9400

Aileen.carpenter@thecarpenterlaw.com

Alex@angueiralaw.com

Attorneys for Appellants

Certificate of Service

I certify that a copy of the foregoing has been furnished via electronic mail to Brian Dervishi at brian@wdpalaw.com on August 1, 2024.

/s/ Aileen M. Carpenter

Aileen M. Carpenter, Esq. (FBN 1035905)

STATE OF FLORIDA, COUNTY OF MIAMI-DADE

I HEREBY CERTIFY THAT THE FOREGOING IS A TRUE AND CORRECT COPY OF THE ORIGINAL ON FILE IN THIS OFFICE 8-1 AD 20 24

JUAN FERNANDEZ-BARQUIN, Clerk of the Court and Comptroller, Miami-Dade County

Deputy Clerk Juan
12662



**IN THE CIRCUIT COURT OF THE ELEVENTH JUDICIAL
CIRCUIT IN AND FOR MIAMI-DADE COUNTY, FLORIDA**

CASE NO: 2024-008942-CA-01
SECTION: CA22
JUDGE: Beatrice Butchko Sanchez

Halevi Enterprises LLC

Plaintiff(s)

vs.

Caribbean Sun Airlines Inc et al

Defendant(s)

ORDER APPOINTING F. DARRELL RICHARDSON AS RECEIVER

THIS CAUSE came before the Court on July 26, 2024, for an evidentiary hearing upon Judgment Creditor's Emergency Motion for Appointment of Receiver and to Overrule Judgment Debtors' Objection to, and Request to Stay Enforcement of, a Foreign Judgment [DIN 11] ("Motion"). The Court considered the Motion, the Judgment Debtors' response [DIN 13], the testimony of Judgment Creditor Halevi Enterprises LLC's witnesses and the showings of the parties, and argument of counsel and finds, based on the record in these proceedings, the appointment of a receiver is necessary and appropriate for purposes of marshalling and preserving all assets of the Judgment Debtors and to carry the judgment into effect. Therefore, for the reasons stated on the record, it is now

ORDERED and **ADJUDGED** as follows:

1. Motion Granted. The Motion is **GRANTED**. The Court takes exclusive jurisdiction and possession of the assets, of whatever kind and wherever situated, of the Judgment Debtors. F. Darrell Richardson, 1851 Hayes Leonard Road, Valparaiso, IN 46385 (the "Receiver"), who is qualified and independent, is appointed as Receiver of Judgment Debtors, Caribbean Sun Airlines, Inc. d/b/a World Atlantic Airlines and Miami Air International, Inc. (together,

“Judgment Debtors”), and all of the personal property and assets including without limitation the accounts receivable, and inventory of Judgment Debtors, of whatever kind, now existing and hereafter arising, wherever located, including the property more particularly described on Exhibit A attached hereto and made a part hereof (collectively, the “Receivership Assets”), and is given authority to retain Sage-Popovich, Inc., to assist him in performance of his duties as Receiver.

2. Findings. The Court finds that the Motion was properly served on the Judgment Debtors, who received actual and reasonable notice of the hearing, and that all of the necessary parties have been properly served or received notice of the hearing on the Motion. The Judgment Creditor holds a Final Judgment lien interest in the Receivership Assets, and has demonstrated its right to and need for the Receiver to protect and preserve the Receivership Assets pursuant to Florida law.
3. Asset Freeze. Except as otherwise specified herein, all Receivership Assets are frozen until further order of the Court. Accordingly, all persons and entities with direct or indirect control over any Receivership Assets, other than the Receiver, are hereby restrained and enjoined from directly or indirectly transferring, setting off, receiving, changing, selling, pledging, assigning, liquidating or otherwise disposing of or withdrawing such assets. This freeze shall include, but not be limited to, Receivership Assets that are on deposit with financial institutions such as banks, brokerage firms and mutual funds.
4. Primary Tasks. The primary tasks of the Receiver shall be to: (a) operate the airlines in a manner compliant with all federal regulation and in a manner to ensure the continued business operations and revenue generation of the assets; (b) collect as much as possible of the accounts receivable; and (c) use reasonable efforts to determine the nature, location, and value of all property interests of Judgment Debtors, including, but not limited to, monies, funds, securities, credits, effects, goods, chattels, lands, premises, leases, claims, rights, and other assets, together with all rents, profits, dividends, interest, or other income attributable

thereto, of whatever kind, which Judgment Debtors own, possesses, have a beneficial interest in, or control directly or indirectly and make a report to the Court and the parties regarding same. Judgment Debtors, as well as Iraq Pacheco and Tomas Romero, shall fully and promptly cooperate with the Receiver in carrying out these primary tasks and provide him all the assistance and information that he shall reasonably request from them. The Receiver shall maintain the Judgment Debtors' business and Federal Aviation Administration Operating Certificates.

5. Management. The powers of Judgment Debtors' managers are suspended. Such persons shall have no authority with respect to Judgment Debtors' operations or assets, except to the extent as may hereafter be expressly granted by the Receiver. The Receiver shall assume and control the operation of Judgment Debtors and shall pursue and preserve all of Judgment Debtors' claims. The Receiver shall have all powers, authorities, rights and privileges heretofore possessed by the officers, directors, managers and general and limited partners of the Receivership Entities under applicable state, federal, or foreign law, by the governing charters, by-laws, articles and/or agreements in addition to all powers and authority of a receiver at equity, and all powers conferred upon a receiver under Florida law. The trustees, directors, officers, managers, employees, investment advisors, accountants, attorneys and other agents of the Receivership Entities are hereby dismissed and the powers of any general partners, directors and/or managers are hereby suspended. Such persons and entities shall have no authority with respect to the Receivership Entities' operations or assets, except to the extent as may hereafter be expressly granted by the Receiver. The Receiver shall assume and control the operation of the Judgment Debtors and shall pursue and preserve all their claims. Notwithstanding the foregoing, Judgment Debtors may continue to pursue the motion and appeal in the Superior Court and Supreme Court of Delaware. No person holding or claiming any position of any sort with any of the Receivership Entities shall possess any authority to act by or on behalf of any of the Receivership Entities.

6. Possession and Control of the Receivership Assets. The Receiver is authorized to immediately take possession and exclusive control of the Receivership Assets. The Receiver is granted all of the usual, necessary, and incidental rights and powers of receivers for the purpose of carrying out the provisions of this Order, as he considers necessary or appropriate. The Receiver's powers include, but are not limited to, the powers to: (a) take and maintain possession of all accounts, records, data, reports, and other information, whether in paper or native format, and including electronically stored information, pertaining to the Receivership Assets; (b) open receivership accounts in the names of Judgment Debtors; (c) borrow money, issue receiver's certificates, incur debt, issue any class of stock, debenture or other financial instrument as required to finance the administration of the estate; (d) deposit checks that are made payable to Judgment Debtors; (e) open mail that is addressed to Judgment Debtors; (f) obtain liability and such other types of insurance in such amounts and with such insurers as the Receiver deems necessary; (g) hire and employ consultants, managers, brokers, agents, attorneys, accountants, or professionals, as the Receiver deems necessary to carry out the rights and powers herein granted and his responsibilities under this Order; (h) enforce, modify, or terminate any contracts related to the Receivership Assets; (i) sell and convey all or any portion of the Receivership Assets, subject to Court approval upon notice and hearing; (j) execute and deliver such documents and instruments as are necessary or appropriate to exercise the rights and powers herein granted or to consummate authorized transactions; (k) institute legal actions in the name of Judgment Debtors to protect and preserve the Receivership Assets, to recover any part of the Receivership Assets that is improperly or illegally held by another, and for such other purposes as may be necessary, subject to Court approval; (l) use Judgment Debtors' federal employer identification numbers; and (m) otherwise take any reasonable actions deemed necessary or appropriate to take possession of, exercise full control over, to prevent waste of, and to otherwise preserve, manage, maintain, secure and safeguard the Receivership Assets. The Receiver may apply to the Court for

further instructions and directions.

7. Banks, Brokerage Firms, and Financial Institutions. All banks, brokerage firms, financial institutions, and other persons or entities that have possession, custody, or control of any assets, securities, funds, or accounts held by Judgment Debtors, in the name of Judgment Debtors, or for the benefit of Judgment Debtors, whether directly or indirectly, and whether Judgment Debtors' interest is legal, equitable, or beneficial, shall cooperate expeditiously in providing information and transferring the assets, securities, funds, or accounts to the Receiver or at the direction of the Receiver, upon receipt of notice of this Order by personal service, overnight courier, email transmission, or otherwise.
8. Turnover of Receivership Assets. Judgment Debtors, and all of their managers, members, employees, and agents, are directed and ordered to turn over to the Receiver all records, files, documents, bank statements, tax returns, insurance policies, keys, login credentials, passwords, and access codes necessary for the Receiver to obtain possession and manage the Receivership Assets as provided in this Order, excluding attorney-client privileged information.
9. Cooperation with Receiver. All parties are directed and ordered to honor the requests of the Receiver in the discharge of his duties and shall not hinder, obstruct, or otherwise interfere with the Receiver in the performance of the Receiver's duties. Such prohibited actions include, but are not limited to: (a) concealing, destroying, or altering records or information; (b) dissipating or otherwise diminishing the value of any Receivership Assets; (c) releasing claims; (d) disposing, transferring, exchanging, assigning, or in any way conveying any Receivership Assets; and (e) attempting to modify or cancel any agreement that affects any Receivership Assets.
10. Bond. The Receiver shall post a bond in the amount of \$100,000.00 (one-hundred thousand dollars).

11. Use of Funds. The Receiver is authorized to utilize the proceeds of the Receivership Assets to fulfill any obligations of Judgment Debtors and otherwise as may be ordered by the Court.
12. Reporting. The Receiver shall file and serve on all parties a monthly report of all of his activities within twenty (20) days after the end of each calendar month. The first such report shall meet the requirements for filing a true and complete inventory of the Receivership Assets under oath pursuant to Fla. R. Civ. P. 1.620.
13. Bank Account. The Receiver shall maintain a bank account at a federally-insured institution in which all proceeds of the Receivership Assets shall be deposited and from which all expenses shall be paid.
14. Compensation of Receiver and Agents. The Receiver shall be paid for his time at a reasonable and customary hourly rate. All persons whose services are utilized by the Receiver, if any, shall be compensated at their reasonable and customary hourly rates. The Receiver shall be reimbursed for any reasonable out-of-pocket expenses, including travel expenses. The Receiver shall submit a monthly invoice to Judgment Creditor within twenty (20) days after the end of each calendar month, and subject to its right to object, Judgment Creditor shall initially be responsible for compensating the Receiver and his professionals. All sums advanced by Judgment Creditor shall be evidenced by certificates of indebtedness and secured by Judgment Creditor's security interest in and lien on the Receivership Assets.
15. Access to Books and Records. The Receiver shall permit Judgment Creditor, its agents and counsel access to the Receivership Assets at all reasonable times, to inspect the Receivership Assets and the books and records of Judgment Debtors, excluding attorney-client privileged information.
16. Exercise of Powers under Applicable Law. Without limiting or expanding the foregoing, the Receiver is authorized to exercise all powers generally available under the laws of the State of Florida, which may be incidental to the powers described in this Order, and to act on

behalf of and in the name of Judgment Debtors, as applicable, as the Receiver shall deem appropriate.

17. Receiver as Fiduciary. The Receiver shall faithfully discharge all of the duties outlined in this Order and shall obey all other orders of the Court. The Receiver shall be deemed a fiduciary for the benefit of all persons having or claiming an interest in the Receivership Assets and shall exercise his office accordingly.
18. Duration of Receivership. This receivership shall continue until further order of the Court.
19. Final Accounting. Upon submission of a final report and accounting, the Receiver shall be completely and fully discharged of all duties and responsibilities under this Order. The Receiver and his agents, employees, representatives, counsel, and accountant shall not be liable to anyone for their good faith compliance with their duties and responsibilities in connection with this Order, including, without limitation, the Judgment Creditor or the Judgment Debtors, and shall not be liable to anyone for the acts or omissions of the Judgment Creditor or the Judgment Debtors.
20. Jurisdiction. The Court reserves jurisdiction to enforce full compliance with the terms and conditions of this Order and with respect to clarification, interpretation, or modification of this Order.

Exhibit A – Receivership Assets

1. ALL ACCOUNTS, CHATTEL PAPER, CONTRACTS, CONTRACT RIGHTS, ACCOUNTS RECEIVABLE, TAX REFUNDS, TAX CREDITS, NOTES RECEIVABLE, PLEDGED EQUITY, DOCUMENTS, CHOSSES IN ACTION AND GENERAL INTANGIBLES, INCLUDING, BUT NOT LIMITED TO, PROCEEDS OF INVENTORY AND RETURNED GOODS AND PROCEEDS FROM THE SALE OF GOODS AND SERVICES, AND ALL RIGHTS, LIENS, SECURITIES, GUARANTIES, REMEDIES AND PRIVILEGES RELATED THERETO, INCLUDING THE RIGHT OF STOPPAGE IN TRANSIT AND RIGHTS AND PROPERTY OF ANY KIND FORMING THE SUBJECT MATTER OF ANY OF THE FOREGOING;
2. ALL CERTIFICATES OF DEPOSIT AND ALL TIME, SAVINGS, DEMAND, OR

OTHER DEPOSIT ACCOUNTS IN THE NAME OF PLEDGORS OR IN WHICH PLEDGORS HAVE ANY RIGHT, TITLE OR INTEREST, INCLUDING BUT NOT LIMITED TO ALL SUMS NOW OR AT ANY TIME HEREAFTER ON DEPOSIT, AND ANY RENEWALS, EXTENSIONS OR REPLACEMENTS OF AND ALL OTHER PROPERTY WHICH MAY FROM TIME TO TIME BE ACQUIRED DIRECTLY OR INDIRECTLY USING THE PROCEEDS OF ANY OF THE FOREGOING;

3. ALL INVENTORY AND EQUIPMENT OF EVERY TYPE OR DESCRIPTION WHEREVER LOCATED, INCLUDING, BUT NOT LIMITED TO ALL RAW MATERIALS, PARTS, CONTAINERS, WORK IN PROCESS, FINISHED GOODS, GOODS IN TRANSIT, WARES, MERCHANDISE, FURNITURE, FIXTURES, HARDWARE, MACHINERY, TOOLS, PARTS, SUPPLIES, AUTOMOBILES, TRUCKS, OTHER INTANGIBLE PROPERTY OF WHATEVER KIND AND WHEREVER LOCATED ASSOCIATED WITH THE PLEDGORS' BUSINESS, TOOLS AND GOODS RETURNED FOR CREDIT, REPOSSESSED, RECLAIMED OR OTHERWISE REACQUIRED BY PLEDGORS;
4. ALL DOCUMENTS OF TITLE AND OTHER PROPERTY FROM TIME TO TIME RECEIVED, RECEIVABLE OR OTHERWISE DISTRIBUTED IN RESPECT OF, EXCHANGE OR SUBSTITUTION FOR OR ADDITION TO ANY OF THE FOREGOING INCLUDING, BUT NOT LIMITED TO, ANY DOCUMENTS OF TITLE;
5. ALL KNOW-HOW, INFORMATION, LABELS, PERMITS, PATENTS, COPYRIGHTS, GOODWILL, TRADEMARKS, TRADE NAMES, LICENSES AND APPROVALS HELD BY PLEDGORS, INCLUDING ALL OTHER INTANGIBLE PROPERTY OF PLEDGORS;
6. ALL ASSETS OF ANY TYPE OR DESCRIPTION THAT MAY AT ANY TIME BE ASSIGNED OR DELIVERED TO OR COME INTO POSSESSION OF PLEDGORS FOR ANY PURPOSE FOR THE ACCOUNT OF PLEDGORS OR AS TO WHICH PLEDGORS MAY HAVE ANY RIGHT, TITLE, INTEREST OR POWER, AND PROPERTY IN THE POSSESSION OR CUSTODY OF OR IN TRANSIT TO ANYONE FOR THE ACCOUNT OF PLEDGORS, AS WELL AS ALL PROCEEDS AND PRODUCTS THEREOF AND ACCESSIONS AND ANNEXATIONS THERETO;
7. THE SPECIFIC ASSETS IDENTIFIED ON EXHIBIT 1 ATTACHED HERETO;
8. ALL PROCEEDS (INCLUDING BUT NOT LIMITED TO INSURANCE PROCEEDS) AND PRODUCTS OF AND ACCESSIONS AND ANNEXATIONS TO ANY OF THE FOREGOING;
9. CONSUMER ELECTRONICS (CE), FURNITURES (FF), GENERAL EQUIPMENT (G1), GENERAL EQUIPMENT (GE), OFFICE IMPROVEMENTS (LI), OPERATING ELECTRONICS (OE), MAINTENANCE EQUIPMENT (RP), SOFTWARE DEVELOPMENT (SC), WINGLET SYSTEM (W8), WINGLET SYSTEM (W9), REPAIR STATION CERTIFICATES, REPAIR STATION MANUALS, MANUFACTURER MANUALS, PROPRIETARY TOOLS, CERTIFIED TOOLS & TEST EQUIPMENT,

MACHINE/WELDING/NOT EQUIPMENT, MOTORIZED/NON-MOTORIZED EQUIPMENT, OTHER TOOLS & EQUIPMENT, ENGINE PARTS & ENGINE INVENTORY, TEST CELLS, OPERATING CERTIFICATES & MANUALS, AIRCRAFT FLEET, UNSERVICEABLE TURBINE SPARE ENGINES, SERVICEABLE TURBINE SPARE ENGINES, PARTS, INVENTORY, ACCOUNTS RECEIVABLES, MAINTENANCE, AND EQUIPMENT; AND

10. THE FOLLOWING AIRCRAFT: N802WA, MCDONNELL DOUGLAS AIRCRAFT CO. MD 83, SERIAL NUMBER 53052 N803WA, MCDONNELL DOUGLAS DC-9-82 (MD-82), SERIAL NUMBER 49507 N804WA, MCDONNELL DOUGLAS DC-9-83 (MD-83), SERIAL NUMBER 49345 N805WA, MCDONNELL DOUGLAS AIRCRAFT CO. MD 83, SERIAL NUMBER 53470 N808WA, MCDONNELL DOUGLAS DC-9-83(MD-83), SERIAL NUMBER 53044 N306F A, MCDONNELL DOUGLAS DC-9-83 (MD-83), SERIAL NUMBER 49344 N807TR, MCDONNELL DOUGLAS AIRCRAFT CO. MD 83, SERIAL NUMBER 53295 PRATT & WHITNEY CANADA JT8D-217A, SERIAL NUMBER 717449 PRATT & WHITNEY CANADA JT8D-217C, SERIAL NUMBER 725007 PRATT & WHITNEY CANADA JT8D-219, SERIAL NUMBER 728183.

DONE and **ORDERED** in Chambers at Miami-Dade County, Florida on this 30th day of July, 2024.


2024-008942-CA-01 07-30-2024 1:07 PM

2024-008942-CA-01 07-30-2024 1:07 PM

Hon. Beatrice Butchko Sanchez

CIRCUIT COURT JUDGE

Electronically Signed

No Further Judicial Action Required on **THIS MOTION**

CLERK TO **RECLOSE** CASE IF POST JUDGMENT

Electronically Served:

Aileen Carpenter, aileen.carpenter@thecarpenterlaw.com

Aileen Carpenter, aileen.m.carpenter@gmail.com

Aileen Carpenter, aileen.m.carpenter@gmail.com

Aileen M. Carpenter, aileen.carpenter@thecarpenterlaw.com

Aileen M. Carpenter, alex@angueiralaw.com

Alexander Angueira, alex@angueiralaw.com

Brian S Dervishi, bdervishi@wdpalaw.com

Brian S Dervishi, bdervishi@wdpalaw.com

Brian S Dervishi, service@wdpalaw.com
Ricardo E Pines, pleadings@repinespa.com
Ricardo E Pines, jesy@repinespa.com
Ricardo E Pines, ricardo@repinespa.com

Physically Served:



IN THE SUPERIOR COURT OF THE STATE OF DELAWARE

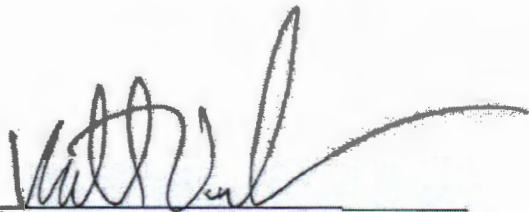
HALEVI ENTERPRISES LLC,)
)
 Plaintiff,)
)
 v.)
)
 WAA HOLDINGS, INC., WAA)
 HOLDINGS, LLC, CARIBBEAN SUN)
 AIRLINES, INC. d/b/a WORLD)
 ATLANTIC AIRLINES INC., MIAMI)
 HOLDINGS, LLC, MIAMI AIR)
 INTERNATIONAL INC., TIMCO)
 ENGINE CENTER, INC., ALAN)
 BOYER, and JOEL PLASCO,)
)
 Defendants.

C.A. No. N21J-04427

ORDER

Defendants' Motion to Stay Execution of Judgment is GRANTED until September 5, 2024 or the Superior Court has an opportunity to hear and consider the merits of Defendants' motion and opposition thereto, and issue an appropriate decision on the matter. The purpose of this Order to Stay is to preserve the status quo until a hearing on the merits can take place.

IT IS SO ORDERED.



The Honorable Kathleen M. Vavala