



Department of State.

CERTIFICATE OF AMENDMENT OF ARTICLES OF INCORPORATION

PETE T. CENARRUSA
I, ~~ARNOLD WILLIAMS~~, Secretary of State of the State of Idaho, and legal custodian of
the corporation records of the State of Idaho, do hereby certify that the

CIMOTA ENTERPRISES, INC.

a corporation organized and existing under and by virtue of the laws of the State of Idaho, filed
in this office on the **twenty-first** day of **June** 19 **71**,
original articles of amendment, as provided by Section **30-146 and 30-147, Idaho Code,**
changing the corporate name to PRIORITY AIR ENTERPRISES, INC. and
amending other articles of the articles of incorporation

and that the said articles of amendment contain the statement of facts required by law, and are
to be
/ recorded on ~~Film~~ **microfilm** of Record of Domestic Corporations of the State of Idaho.

I THEREFORE FURTHER CERTIFY, That the Articles of Incorporation have been
amended accordingly.

IN TESTIMONY WHEREOF, I have hereunto
set my hand and affixed the Great Seal of the
State. Done at Boise City, the Capital of Idaho,
this **21st** day of **June**,
A. D., 19 **71**.

Secretary of State

CERTIFICATE OF AMENDMENT OF
ARTICLES OF INCORPORATION OF
CIMOTA ENTERPRISES, INC.

CIMOTA ENTERPRISES, INC., a corporation organized and existing under and by virtue of the Business Corporation Act of the State of Idaho,
DOES HEREBY CERTIFY:

FIRST: That at a meeting of the stockholders of said corporation held on June 21, 1971, it was resolved by the holders of two-thirds of the shares of each class entitled to vote thereon, that ARTICLE I. of the Articles of Incorporation be amended so that, as amended, said ARTICLE I, shall be and read as follows:

"I. The name of this corporation shall be PRIORITY AIR ENTERPRISES, INC."

SECOND: That at a meeting of the stockholders of said corporation held on June 21, 1971, it was resolved by the holders of two-thirds of the shares of each class entitled to vote thereon, that ARTICLE II. of the Articles of Incorporation be amended to add a new subparagraph, entitled subparagraph m. so that, as amended, said ARTICLE II m. shall be and read as follows:

"m. To engage in any, all and every kind of business having to do with or relating to or connected with the business of independent air freight forwarders and air freight carriers; to act as agent or subagent of owners and shippers of goods, wares and merchandise and of owners and charterers of air planes; to aid and assist financially or otherwise any person engaged in the air freight and shipping business; and to do all acts, matters or things necessary or advisable in connection therewith, and to act generally as air freight forwarders."

THIRD: That at a meeting of the stockholders of said corporation held on June 21, 1971, it was resolved by the holders of two-thirds of the shares of each class entitled to vote thereon, that ARTICLE V. of the Articles of Incorporation be amended so that, as amended, said ARTICLE V shall be and read as follows:

"V. This corporation is authorized to issue one class of shares of stock, the total number of which is 10,000,000 with a par value of \$.01, which stock may be issued by the corporation from time to time as determined by the Board of Directors hereof."

The corporation is solvent. The proposed reduction will not reduce the fair value of the assets of the corporation to an amount less than the total amount of its debts and liabilities plus the amount of its capital stock as so reduced.

FOURTH: That at a meeting of the stockholders of said corporation held on June 21, 1971, it was resolved by the holders of two-thirds of the shares of each class entitled to vote thereon, that the Articles of Incorporation be amended to add a new Article, entitled ARTICLE VIII, so that, as amended, said new ARTICLE VIII shall be and read as follows:

"VIII. There shall be no preemptive right on the part of the stockholders to acquire any stock or other securities upon their issuance by the corporation."

IN WITNESS WHEREOF, said CIMOTA ENTERPRISES, INC. has caused its corporate seal to be hereunder affixed and this certificate to be signed by Richard Monticello, its Vice-President, and William F. Carthy, its Treasurer, this 22nd day of June, 1971.

CIMOTA ENTERPRISES, INC.

By Richard Monticello
Richard Monticello, Vice-President
William F. Carthy
William F. Carthy, Treasurer

STATE OF NEW JERSEY:
COUNTY OF ESSEX :SS.
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BE IT REMEMBERED that on this 22 day of June, 1971, personally appeared before me, Dorothy W. Crossman, a Notary Public in and for the County and State aforesaid, Richard Monticello and William F. Carthy, Vice-President and Treasurer of Cimota Enterprises, Inc., the corporation described in and which executed the foregoing certificate, known to me personally to be such, and they the said Richard Monticello and William F. Carthy, as such Vice-President and Treasurer, duly executed the said certificate before me and acknowledged the said certificate to be their act and deed and the act and deed of said corporation and the facts stated therein are true; that the signatures of the said Vice-President and of the Treasurer of said corporation to said foregoing certificate are in the handwriting of the said Vice-President and Treasurer of said corporation respectively, and that the seal affixed thereto to said certificate is the common or corporate seal of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, this 22 day of June, 1971.

Dorothy W. Crossman

DOROTHY W. CROSSMAN
NOTARY PUBLIC OF N. J.
My Commission Expires Aug. 26, 1975