

State of Idaho

Department of State

CERTIFICATE OF AUTHORITY
OF
CONTINENTAL AIRLINES, INC.

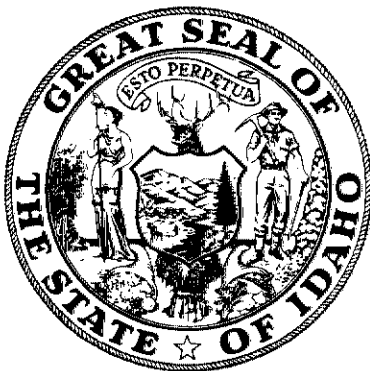
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that
duplicate originals of an Application of _____
CONTINENTAL AIRLINES, INC.

_____ for a Certificate of Authority to transact business in this State,
duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have
been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of
Authority to _____
CONTINENTAL AIRLINES, INC.

to transact business in this State under the name _____
CONTINENTAL AIRLINES, INC.
_____ and attach hereto a duplicate original of the Application
for such Certificate.

Dated September 22, 1987



Pete T. Cenarrusa

SECRETARY OF STATE

Judith Matthews

Corporation Clerk

APPLICATION FOR CERTIFICATE OF AUTHORITY

(Profit Corporation)

To the Secretary of State of Idaho

Pursuant to Section 30-1-110, Idaho Code, the undersigned Corporation hereby applies for a Certificate of Authority to transact business in your State, and for that purpose submits the following statement:

1. The name of the corporation is CONTINENTAL AIRLINES, INC.

2. The name which it shall use in Idaho is _____

(To be used only when required to avoid a conflict with a name already on file. Must be accompanied by a Board of Directors resolution adopting assumed name in Idaho.)

3. It is incorporated under the laws of Delaware

4. The date of its incorporation is October 25, 1985 and the period of its duration is Perpetual

5. The address of its principal office in the state or country under the laws of which it is incorporated is 1209 Orange Street, Wilmington, Delaware 19801

6. The address to which correspondence should be addressed, if different from that in item 5. 2929 Allen Parkway, Houston, Texas 77019

7. The street address of its proposed registered office in Idaho is 300 North 6th Street
Boise, Idaho 83701, and the name of its proposed registered agent in Idaho at that address is CT CORPORATION SYSTEM

8. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are: Airline and related businesses

9. The names and respective addresses of its directors and officers are:

Name	Office	Address
See Attached Rider		

(continued on reverse)

Name

Office

Address

10. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.

11. This Application is accompanied by a certificate of Corporate Status or Existence, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated: 7/27, 1987

CONTINENTAL AIRLINES, INC.

(Corporation Name)

By Sam E. Ashmore

Sam E. Ashmore, Its ~~President~~ Vice President (please specify)

and Richard B. Hirst

Richard B. Hirst, Its ~~Secretary~~ Assistant Secretary (please specify)

Secretary

STATE OF TEXAS)

) ss:

COUNTY OF HARRIS)

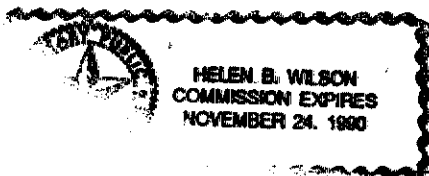
I, Helen B. Wilson

, a notary public, do hereby certify that on this 27th day of July, 19 87, personally appeared before

me Sam E. Ashmore, who being by me first duly sworn, declared that (s)he

is the Vice President of CONTINENTAL AIRLINES, INC.

that (s)he signed the foregoing document as Vice President of the corporation and that the statements therein contained are true.



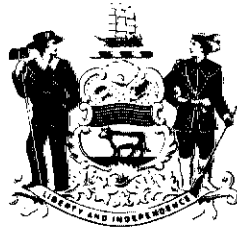
Helen B. Wilson
Notary Public

CONTINENTAL AIRLINES, INC.
OFFICERS & DIRECTORS

ADDRESS FOR ALL: 2929 Allen Parkway
Houston, Texas 77019

Francisco A. Lorenzo	Chairman of the Board, Director, Chief Executive Officer & President
James L. McKenney	Director
Carl R. Pohlad	Director
John E. Robson	Director
Robert T. Sakowitz	Director
Howard P. Swanson	Director
James W. Wilson	Director
Lewis H. Jordan	Executive Vice President - Operations & Chief Operating Officer
John B. Adams	Senior Vice President - Human Resources
Sam E. Ashmore	Vice President - Properties and Facilities
Douglas C. Birdsall	Senior Vice President - Marketing and Planning
Richard J. Hillman	Vice President - Flight Operations
Richard B. Hirst	Vice President, Secretary & General Counsel
Anita K. Hoffmann	Vice President & Controller

Jesse Liebman	Vice President - Resource Planning
G. Bruce McInnis	Vice President & Treasurer
James V. O'Donnell	Vice President - Marketing Services
Richard H. Shuyler	Vice President - Finance & Chief Financial Officer
Barry P. Simon	Vice President - International Operations
Dan J. Thompson	Vice President - Technical Services

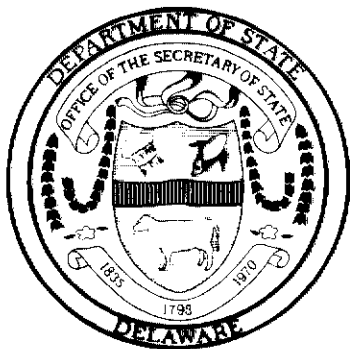


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Office of Secretary of State

I, MICHAEL HARKINS, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY CONTINENTAL AIRLINES, 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 DATE SHOWN BELOW.

! ! ! ! ! ! ! ! !



727258095

Michael Harkins
Michael Harkins, Secretary of State

AUTHENTICATION: !1398841

DATE: 09/15/1987

State of Delaware



RECEIVED
SEC. OF STATE

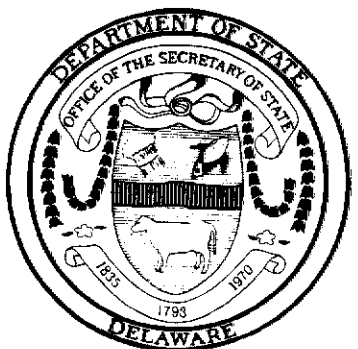
89 DEC 11 AM 8 53

Office of Secretary of State

I, MICHAEL HARKINS, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY CERTIFICATE OF OWNERSHIP OF THE "PEOPLE EXPRESS AIRLINES, INC." A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, MERGING "CONTINENTAL AIRLINES, INC." A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, PURSUANT TO SECTION 253 OF THE GENERAL CORPORATION LAW OF THE STATE OF DELAWARE WAS RECEIVED AND FILED IN THIS OFFICE THE FIFTH DAY OF JULY, A.D. 1989, AT 1:05 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION SHALL BE GOVERNED BY THE LAWS OF THE STATE OF DELAWARE

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "PEOPLE EXPRESS AIRLINES, INC.", HAS RELINQUISHED ITS CORPORATE TITLE AND



739321110

Michael Harkins

 Michael Harkins, Secretary of State

AUTHENTICATION: 12413950
 DATE: 11/17/1989

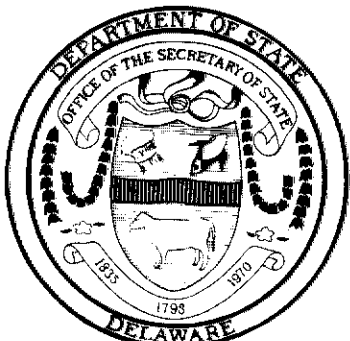
State of Delaware



Office of Secretary of State

ASSUMED IN PLACE THEREOF "CONTINENTAL AIRLINES, INC."

||| ||| ||| ||| |||



739321110

Michael Harkins
Michael Harkins, Secretary of State
12413950

AUTHENTICATION:

DATE:

11/17/1989