

State of Idaho

Office of the Secretary of State

**CERTIFICATE OF AUTHORITY
OF
AMERICAN EAGLE AIRLINES, INC.**

File Number C 143663

I PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that an Application for Certificate of Authority, duly executed pursuant to the provisions of the Idaho Business Corporation Act, has been received in this office and is found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to transact business in this State and attach hereto a duplicate of the application for such certificate.

Dated: 30 April 2002



Pete T. Cenarrusa
SECRETARY OF STATE

By *Monica Okelley*



APPLICATION FOR CERTIFICATE OF AUTHORITY (For Profit)

(Instructions on Back of Application)

2002 APR 30 PM 1:55

The undersigned Corporation applies for a Certificate of Authority and states as follows:

SECRETARY OF STATE
STATE OF IDAHO

1. The name of the corporation is: American Eagle Airlines, Inc.
2. The name which it shall use in Idaho is: American Eagle Airlines, Inc.
3. It is incorporated under the laws of: Delaware
4. Its date of incorporation is: February 12, 1998
5. The address of its principal office is: 4333 Amon Carter Boulevard, MD5494, Fort Worth, TX 76155
6. The address to which correspondence should be addressed, if different from item 5, is:
N/A
7. The street address of its registered office in Idaho is: c/o C T Corporation System, 300 North 6th Street,
Boise, Idaho 83702, and its registered agent in Idaho at that address is: C T Corporation System
8. The names and respective business addresses of its directors and officers are:

Name	Office	Address
See attached		

Dated: February 20, 2002

Signature:

Typed Name: Charles D. Marlett

Capacity: Corporate Secretary

Customer Acct # :

(if using pre-paid account)

Secretary of State use only

g:\corp\form\corp
form\app\form\certofauthority_profit.pmt
Revised 01/2001

IDAHO SECRETARY OF STATE
05/01/2002 05:00
CK: 87113 CT: 20168 BH: 462670
1 @ 100.00 = 100.00 CORP # 2
1 @ 20.00 = 20.00 EXPEDITE C # 3

C/43663

02/20/2002

Active Officers / Directors Business Addresses

AMERICAN EAGLE AIRLINES, INC.

DIRECTOR

Gerard J. Arpey
Peter M. Bowler
Donald J. Carty

Title

DIRECTOR
DIRECTOR
DIRECTOR

OFFICER

Donald J. Carty
Gerard J. Arpey
Peter M. Bowler
Thomas F. Bacon
R. Stan Henderson
Robert W. Reding
James A. Beer
Rodolfo Rodriguez Jr.
Thomas W. Horton
Charles D. MarLett

Title

CHAIRMAN OF THE BOARD
VICE CHAIRMAN OF THE BOARD
PRESIDENT
SENIOR VICE PRESIDENT
SENIOR VICE PRESIDENT
SENIOR VICE PRESIDENT/CHIEF OPERATIONS OFFICER
VICE PRESIDENT/TREASURER
VICE PRESIDENT/GENERAL COUNSEL/ASSISTANT SECRETARY
CHIEF FINANCIAL OFFICER
CORPORATE SECRETARY

Gerard J. Arpey

BUSINESS ADDRESS: AMERICAN AIRLINES, INC.
EXECUTIVE VICE PRESIDENT -
OPERATIONS
4333 Amon Carter Blvd., MD5621
Fort Worth, TX 76155

Peter M. Bowler

BUSINESS ADDRESS: 4333 Amon Carter Blvd., MD5475
Fort Worth, TX 76155

Donald J. Carty

BUSINESS ADDRESS: 4333 Amon Carter Blvd., MD5624
Fort Worth, TX 76155

Thomas F. Bacon

BUSINESS ADDRESS: 4333 Amon Carter Blvd., MD5494
Fort Worth, TX 76155

R. Stan Henderson

BUSINESS ADDRESS: 4333 Amon Carter Blvd.
Mail Drop 5675
Fort Worth, TX 76155

Robert Reding

BUSINESS ADDRESS: P.O. Box 612527
MD1200 DFW
DFW Airport, TX 75261-2527

James A. Beer

02/20/2002

Active Officers / Directors Business Addresses

BUSINESS 4333 Amon Carter Blvd., MD5517
ADDRESS: Fort Worth, TX 76155

Rodolfo Rodriguez Jr.

BUSINESS 4333 Amon Carter Blvd.
ADDRESS: Mail Drop 5494
Fort Worth, TX 76155

Thomas W. Horton

BUSINESS 4333 Amon Carter Blvd.
ADDRESS: Mail Drop 5627
Fort Worth, TX 76155

Charles D. MarLett

BUSINESS 4333 Amon Carter Blvd., MD5675
ADDRESS: Fort Worth, TX 76155

Delaware

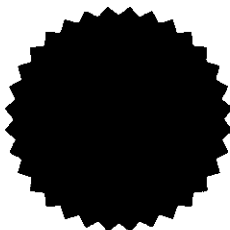
PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "AMERICAN EAGLE 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 TWENTIETH DAY OF FEBRUARY, A.D. 2002.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

2835002 8300

AUTHENTICATION: 1623093

020112523

DATE: 02-20-02