ARTICLES OF SHARE EXCHANGE

BETWEEN

EMPIRE AIRLINES, INC.

And

EMPIRE HOLDINGS, INC.

The undersigned, pursuant to the Idaho Business Corporation Act, Idaho Code Title 30, Chapter 1, part 11, [30-1-1101 through 30-1-1108] hereby adopt the following Articles of Share Exchange.

ARTICLE I
NAME OF PARTIES TO SHARE EXCHANGE

The parties to the share exchange are Empire Airlines, Inc., an Idaho Corporation and Empire Holdings, Inc., an Idaho Corporation.

ARTICLE II
PLAN OF SHARE EXCHANGE, NO NEW ARTICLES OF INCORPORATION OR AMENDMENT OF EXISTING ARTICLES OF INCORPORATON

A Plan of Share Exchange has been approved and executed by Empire Airlines, Inc. and Empire Holdings, Inc. Said Plan of Share Exchange provides that the shareholders of Empire Airlines, Inc. exchange their shares for shares in Empire Holdings, Inc. No new articles of incorporation or amendments to the existing articles of incorporation of Empire Holdings, Inc. or Empire Airlines, Inc. will be created in connection with the Plan of Share Exchange.

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ARTICLE III

EFFECTIVE DATE OF SHARE EXCHANGE, SHAREHOLDER APPROVAL

The share exchange shall be effective at 12:01 a.m. January 1, 2007.

Approval of the Plan of Share Exchange by the shareholders of Empire Airlines, Inc. was required. Said Plan of Share Exchange was duly and unanimously approved by the shareholders of Empire Airlines, Inc. voting by separate voting groups as holders of voting shares and holders of non-voting shares all in the manner required by Idaho Code Title 30 Chapter 11 and by the Amended and Restated Articles of Incorporation of Empire Airlines, Inc.

IN WITNESS WHEREOF, the undersigned have subscribed these Articles of Share Exchange this _/6_ day of October, 2006.

EMPIRE HOLDINGS, INC.

BY:_____
    TIMOTHY D. KOMBEREC, President and CEO

EMPIRE AIRLINES, INC.

BY:_____
    TIMOTHY D. KOMBEREC, President and CEO