



Department of State

**CERTIFICATE OF AMENDMENT
OF**

RESORT AVIATION SERVICE, INC.

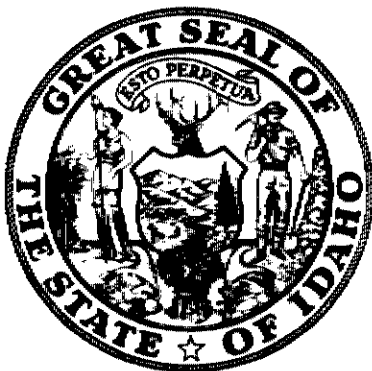
I PETE T. CENARRUSA, Secretary of State of the State of Idaho hereby, certify that
duplicate originals of Articles of Amendment to the Articles of Incorporation of _____

RESORT AVIATION SERVICES, INC.

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
Amendment to the Articles of Incorporation and attach hereto a duplicate original of the Articles
of Amendment.

Dated _____ **April 28** _____, 19 **89** _____



Pete T. Cenarrusa

SECRETARY OF STATE

Corporation Clerk

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
RESORT AVIATION SERVICE, INC.**

The Articles of Incorporation originally filed with the Secretary of State of the State of Idaho on March 29, 1988 were amended at a joint meeting with a full quorum present of the Board of Directors and shareholders at Fullerton, California, held December 21, 1988. The resolution amending the Articles was passed by unanimous vote of all present including a vote by all shareholders of 100 shares of the 100 shares of common stock eligible to vote. The Amended and Restated Articles of Incorporation are as follows:

ARTICLE I.

The name of the corporation is amended to be Resort Aviation Services, Inc.

ARTICLE II.

The duration of this corporation shall be perpetual.

ARTICLE III.

The purposes of this corporation are to own and operate commercial and private airline services, to provide aviation services to national and international destinations, to own and manage real and personal property required for these services, and to further engage in any commercial, industrial and agricultural enterprises calculated or designed to be profitable to this corporation.

ARTICLE IV.

The total number of shares of common stock which the corporation shall have authority to issue is 100 at par value of \$1,000.00 each. All stock shall be non-assessable.

ARTICLE V.

The holders of the common stock of the corporation shall have the preemptive right to purchase from time to time, at such respective equitable prices, terms and conditions as should be fixed by the board of directors, such of the shares of the corporation that may be authorized over and above 100 shares of common stock authorized by the original Articles of Incorporation of the

corporation. Such preemptive rights shall be exercised in the respective ratio to which the number of shares held by each shareholder at the time of such issue bears to the total number of shares outstanding in the names of all shareholders at such time.

ARTICLE VI.

The location and post office of the registered office of the corporation in the State of Idaho shall be the Coeur d'Alene Airport, 11301 Airport Drive, Hayden Lake, Idaho 83835. The name of the registered agent is Fred M. Miller, 11301 Airport Drive, Hayden Lake, Idaho. The mailing address of Resort Aviation Services, Inc., is 11301 Airport Drive, Hayden Lake, Idaho 83835.

ARTICLE VII.

The number of directors of this corporation shall not be less than three nor more than five.

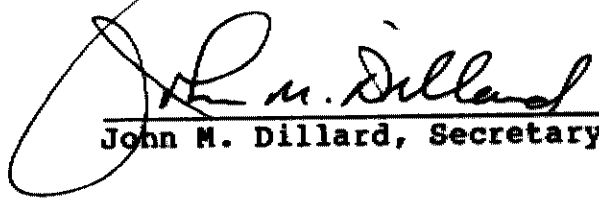
The names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Fred M. Miller	Coeur d'Alene Airport 11301 Airport Drive Hayden Lake, Idaho 83835
John M. Dillard	19621 Verona Lane Yorba Linda, California 92686
John B. Denault, III	1428 Sunny Crest Drive Fullerton, California 92635

ARTICLE VIII.

The name and address of the person who was the incorporator is Scott W. Reed, P. O. Box A, Coeur d'Alene, Idaho 83814. The above Restated Articles of Incorporation correctly set forth without change the corresponding provisions as amended and supercede the original Articles of Incorporation and all amendments thereto.


Fred M. Miller, President


John M. Dillard, Secretary

STATE OF CALIFORNIA)

County of ORANGE)

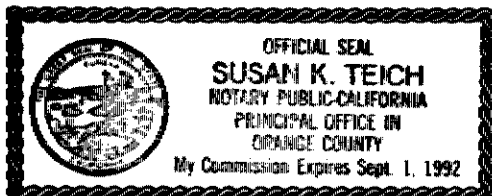
SS:

Fred M. Miller, being first duly sworn, on oath deposes and states:

That he is the president of Resort Aviation Services, Inc., that he has read the above Restated Articles of Incorporation; that the same were adopted by resolution of the Board of Directors on December 21, 1988.

Fred M. Miller

Subscribed and sworn to before me this 13TH day of ^{APRIL}~~MARCH~~, 1989.



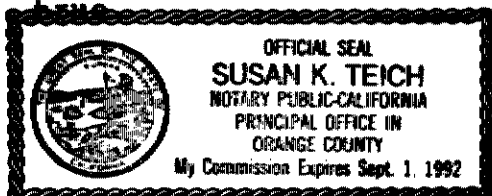
SUSAN K. TEICH
Notary Public for California
Residing at FULLETON

STATE OF CALIFORNIA)

County of Orange)

SS:

I, SUSAN K. TEICH, a notary public, do hereby certify that on this 13TH day of ~~MARCH~~^{APRIL}, 1989, personally appeared before me Fred M. Miller, who, being by me first duly sworn, declared that he is the ~~Secretary~~^{President} of Resort Aviation Services, Inc.; that he signed the foregoing document as Secretary of the corporation and that the statements therein contained are true.



SUSAN K. TEICH
Notary Public for California
Residing at FULLETON, CA

STATE OF CALIFORNIA)

County of Orange)

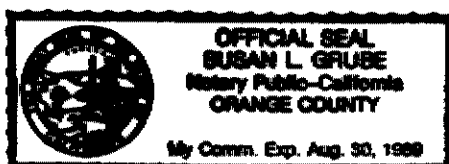
SS:

John M. Dillard, being first duly sworn, on oath deposes and states:

That he is the secretary of Resort Aviation Services, Inc., that he has read the above Restated Articles of Incorporation; that the same were adopted by resolution of the Board of Directors on December 21, 1988.

John M. Dillard

Subscribed and sworn to before me this 10TH day of March, 1989.



Susan L. Grube
Notary Public for California
Residing at SANTA ANA CA

313 No. Delmar
Santa Ana, CA 92701

STATE OF CALIFORNIA)

County of Orange

SS:
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I, SUSAN L. GRUBE, a notary public, do hereby certify that on this 10th day of March, 1989, personally appeared before me John M. Dillard, who, being by me first duly sworn, declared that he is the Secretary of Resort Aviation Services, Inc.; that he signed the foregoing document as Secretary of the corporation and that the statements therein contained are true.



Schall & Delmer
313 No Birch St., Santa Ana, CA 92701

Susan L. Grube
Notary Public for California
Residing at SANTA ANA, CA