

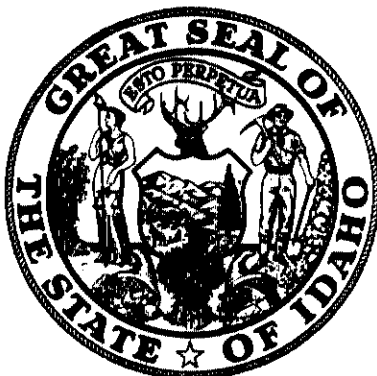
CERTIFICATE OF INCORPORATION
OF

PRIDE AIR EXPRESS, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of the above named corporation, duly signed 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 Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated: January 11, 1990



Pete T. Cenarrusa

SECRETARY OF STATE

by: *Elizabeth M. Zballe*

ARTICLES OF INCORPORATION
OF
PRIDE AIR EXPRESS, INC.

RECEIVED
SEC. OF STATE

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The undersigned, acting as incorporator, in order to form a corporation for the purposes hereinafter stated, pursuant to the Idaho Business Corporation Act, hereby adopts the following Articles of Incorporation for such corporation.

ARTICLE I

The name of the corporation shall be Pride Air Express, Inc.

ARTICLE II

The corporation is to have perpetual existence.

ARTICLE III

The corporation is formed to transact any or all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.

ARTICLE IV

The capital stock of the corporation shall be one thousand (1,000) shares of common stock, without par value. The capital stock of the corporation shall not be assessable.

ARTICLE V

Provisions denying preemptive rights are: None

ARTICLE VI

The address of the corporation's initial registered office shall be 1605 Teakwood, Idaho Falls, Idaho 83401 and the name of its initial registered agent at such address is Lawry V. Wilde.

ARTICLE VII

The number of directors constituting the initial board of directors of the corporation is two (2) and the names and

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

Lawry V. Wilde
1605 Teakwood
Idaho Falls, Idaho 83401

Lisa A. Wilde
1605 Teakwood
Idaho Falls, Idaho 83401

ARTICLE VIII

The name and address of each incorporator is:

Lawry V. Wilde
1605 Teakwood
Idaho Falls, Idaho 83401

ARTICLE IX

Provisions for the regulation of the internal affairs of the corporation are: None.

ARTICLE X

No director of the Corporation shall be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director except:

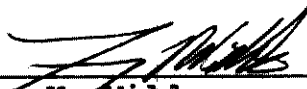
a. For breach of a director's duty of loyalty to the Corporation or its stockholders.

b. For facts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law.

c. Liability under §30-1-48 of the Idaho Code.

d. For any transaction from which the director derived an improper personal benefit.

DATED this 10th day of January, 1990.



Lawry V. Wilde

INCORPORATOR

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