

State of Idaho

Department of State

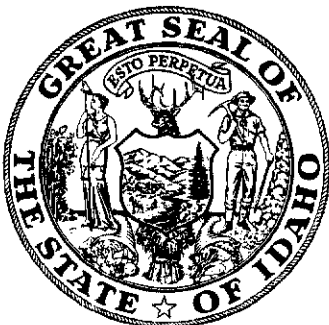
CERTIFICATE OF AMENDMENT OF

EMPIRE AIRLINES, INC.
File Number C 55732

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 EMPIRE AIRLINES, INC. duly executed 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: May 23, 1996



Pete T. Cenarrusa
SECRETARY OF STATE

By *Sally J. Clark*

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
EMPIRE AIRLINES, INC.**

MAY 23
IDAHO SECRETARY OF STATE
DATE 05/23/1996 0900 65109
CLERK 44531
AMEND. PROF 30.00=30.00
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The undersigned, EMPIRE AIRLINES, INC., an Idaho corporation, pursuant to resolution duly adopted by its Board of Directors and ratified by a majority of the shareholders on April 19, 1996, hereby amends and restates its Articles of Incorporation, in their entirety, to (1) modify the corporate purpose; (2) modify and clarify the capital structure; (3) deny preemptive rights; (4) deny cumulative voting of shares; (5) provide for future modification of the bylaws and the articles of incorporation; (6) provide for the indemnification and limited liability of directors; and (7) allow transactions with interested parties under certain conditions, as follows:

**ARTICLE I
NAME OF CORPORATION**

The name of this corporation is EMPIRE AIRLINES, INC.

**ARTICLE II
DURATION OF CORPORATION**

The duration of this corporation shall be perpetual.

**ARTICLE III
CORPORATE PURPOSE**

The purposes for which the corporation is organized are to carry on any lawful trade for which corporations may be organized under the Idaho Business Corporations Act, and to exercise all powers granted to a corporation formed under that Act, including any amendments thereto or successor statute that may be hereinafter enacted.

**ARTICLE IV
CAPITALIZATION**

The aggregate number of shares this corporation shall have the authority to issue shall be:

- (a) 100,000 shares of non-assessable voting common stock having no par value; and
- (b) 900,000 shares of non-assessable nonvoting common stock having no par value.

Each share of voting common stock and each share of nonvoting common stock shall be identical in interest. Neither voting nor nonvoting shares shall have any preferential or superior

rights; provided, however, that a voting share shall entitle the holder thereof to vote in accordance with the provisions of the Idaho Code. The voting and nonvoting shares shall constitute one class of shares as defined in §§ 1361(b)(1)(D) and 2701(a)(2)(B) of the Internal Revenue Code. Notwithstanding the above, each holder of nonvoting common stock shall nonetheless have one vote per share standing in the name of such holder on the relevant record date (and a fractional vote for any fractional share) concerning any amendment to articles of incorporation if the amendment would have any of the effects or cause any of the changes described by Idaho Code § 30-1-60 or otherwise effect a reduction of or limitation upon any other preference or right accorded to the holder of such stock as such. Any unissued share herein authorized or hereafter increased or created, may be issued from time to time by the corporation for any purpose by the Board of Directors of the corporation in such manner, amounts and proportions, for such consideration as shall be determined from time to time by the Board of Directors and as may be permitted by law.

ARTICLE V NO PREEMPTIVE RIGHTS

The owners of shares of voting and nonvoting common stock of the corporation shall not be entitled to preemptive rights to subscribe for or purchase any part of new or additional issues of stock or securities convertible into stock of any class whatsoever whether now or hereafter authorized, and whether issued for cash, property, services, by way of dividend or otherwise.

ARTICLE VI NO CUMULATIVE VOTING

There shall be no cumulative voting of shares.

ARTICLE VII AMENDMENT OF ARTICLES OF INCORPORATION

A majority of the shareholders may amend these articles of incorporation at any regular or special shareholders' meeting upon thirty days notices to all shareholders given by the Board of Directors.

ARTICLE VIII REGISTERED OFFICE

The name and address of the registered office of the corporation is 2115 Government Way, Coeur d'Alene, Idaho, 83814, in the County of Kootenai.

**ARTICLE IX
PROXY VOTING**

In all elections for directors or managers of this corporation, every shareholder shall have the right to vote in person or by proxy for the number of shares of stock owned by him.

**ARTICLE X
BOARD OF DIRECTORS**

There shall be at least five directors of this corporation, but not more than eight. The directors shall at all times be citizens of the United States of America, the names and addresses of said directors who shall manage the business of the corporation shall be chosen at the annual shareholders' meeting that shall take place after January 1st and no later than April 30 of each year after proper notice to all shareholders. The Board of Directors shall schedule the annual shareholders' meeting and other such meetings as they deem proper to conduct the business of the corporation.

**ARTICLE XI
AMENDMENT OF BYLAWS**

The Board of Directors is expressly authorized to alter, amend or repeal the bylaws of the corporation and to adopt new bylaws, subject to repeal or change by majority vote of the shareholders. Nothing herein shall deny the concurrent power of the shareholders to adopt, alter, amend or repeal the bylaws.

**ARTICLE XII
LIMITATION ON DIRECTOR LIABILITY**

To the fullest extent permitted by Idaho law and subject to the bylaws of this corporation, a director of this corporation shall not be liable to the corporation or its shareholders for monetary damages for his or her conduct as a director. Any amendment to or repeal of this Article shall not adversely affect any right of a director of this corporation hereunder with respect to any acts or omissions of the director occurring prior to amendment or repeal.

**ARTICLE XIII
INDEMNIFICATION**

To the fullest extent permitted by its bylaws and Idaho law, this corporation is authorized to indemnify any of its officers, directors, employees and agents. The Board of Directors shall be entitled to determine the terms of indemnification, including advance of expenses, and to give effect thereto through the adoption of bylaws, approval of agreements, or by any other manner approved by the Board of Directors. Any amendment to or repeal of this Article shall not adversely affect any right of an individual with respect to any right to indemnification arising prior to such amendment or repeal.

ARTICLE XIV
TRANSACTIONS WITH INTERESTED PARTIES

The corporation may enter into contracts and otherwise transact any business with its directors, officers, and shareholders, and with any entity in which they may have an interest adverse to the corporation, as freely as though such adverse interest does not exist, even though the vote, action or presence of such director, officer or shareholder may be necessary to obligate the corporation upon such contracts or transactions.

In the absence of fraud, and with the notice required by the following paragraph, no such contract or transaction shall be avoided and no such director, officer or shareholder shall be held liable to account to the corporation, by reason of such adverse interest or by reason of any fiduciary relationship to the corporation, for any profit or benefit realized by him through any such contract or transaction.

Directors and officers of the corporation shall notify the Board of Directors, at the meeting at which such contract or transaction is authorized or confirmed, of the nature of their adverse interest. A general notice that a director or officer of the corporation is interested in any entity shall be sufficient disclosure of such adverse interest. No notice shall be required if all directors have actual knowledge of the adverse interest.

The undersigned, president and secretary of EMPIRE AIRLINES, INC., hereby certify that the above Amended and Restated Articles of Incorporation were adopted by resolution of the board of directors, and were approved by the shareholders on April 19, 1996 as follows:

NO. OF SHARES	NO. OF SHARES	VOTING	VOTING
OUTSTANDING:	ENTITLED TO VOTE:	FOR:	AGAINST:
591,831	592,831	592,831	0

IN WITNESS WHEREOF, we hereunto set our hands this 19th day of April, 1996.

EMPIRE AIRLINES, INC.

By


M.E. SPELDE, President

ATTEST:

By


DAVID B. HOLLOWAY, Secretary