

Department of State.

**CERTIFICATE OF AUTHORITY
OF**

SAN FRANCISCO AIRLINES, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that
duplicate originals of an Application of SAN FRANCISCO AIRLINES, INC.

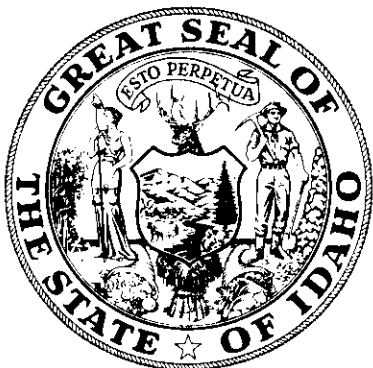
_____ for a Certificate of Authority to transact business in this State.
duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have
been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to SAN FRANCISCO AIRLINES, INC.

to transact business in this State under the name SAN FRANCISCO AIRLINES, INC.

_____ and attach hereto a duplicate original of the Application
for such Certificate.

Dated October 23, 19 81



Robt. J. Casanova

SECRETARY OF STATE

Penny Gersa

Corporation Clerk

APPLICATION FOR CERTIFICATE OF AUTHORITY

To the Secretary of State of Idaho.

Pursuant to Section 30-1-110, Idaho Code, the undersigned Corporation hereby applies for a Certificate of Authority to transact business in your State, and for that purpose submits the following statement:

1. The name of the corporation is SAN FRANCISCO AIRLINES, INC.
2. *The name which it shall use in Idaho is San Francisco Airlines, Inc.
3. It is incorporated under the laws of Delaware
4. The date of its incorporation is August 3, 1981 and the period of its duration is perpetual
5. The address of its principal office in the state or country under the laws of which it is incorporated is 100 West Tenth Street, Wilmington, Delaware 19801
6. The address of its proposed registered office in Idaho is 300 North 6th Street
Boise, Idaho 83701, and the name of its proposed registered agent in Idaho at that address is CT CORPORATION SYSTEM
7. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:
the transaction of any or all lawful business in which
corporations may engage in this state.
8. The names and respective addresses of its directors and officers are:

Name	Office	Address
Robert Draper Gallaway	Director & President	819 Mitten Road, Suite 22,
Clark Onstad	Director & Vice President/Secretary	Burlingame, CA 94010

9. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
1,000	Common	\$.01 Par value

(continued on reverse)

10. The aggregate number of its issued shares, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares

Class

Par Value Per Share or Statement That Shares
Are Without Par Value

-0-

11. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.

12. This Application is accompanied by a copy of its articles of incorporation and amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated 10/5/, 1981.

SAN FRANCISCO AIRLINES, INC.

By

Its President

and

Its Vice President/ Secretary

~~STATE OF~~ District of)
~~COUNTY OF~~ Columbia) ss:

I, M. Isabelle Tapia, a notary public, do hereby certify that on
this 5th day of October, 1981, personally appeared before
me Clark H. Onstad, who being by me first duly sworn, declared that he
is the Vice President/Secretary of San Francisco Airlines, Inc.

that he signed the foregoing document as Vice President/Secretary of the corporation and that the
statements therein contained are true.

M. Isabelle Tapia
My Commission Expires February 14, 1985

*Pursuant to section 30-1-108(b)(1), Idaho Code, if the corporation assumes a name other than its true name, this application must be accompanied by a resolution of the Board of Directors to that effect.



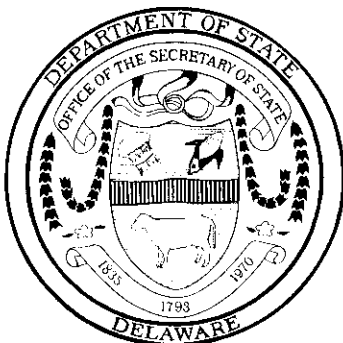
UCL 67 0 40 84 191
- 1000 -
1912

State of DELAWARE



Office of SECRETARY OF STATE

I, Glenn C. Kenton, Secretary of State of the State of Delaware,
do hereby certify that the attached is a true and correct copy of
Certificate of Incorporation
filed in this office on August 3, 1981.



Glenn C. Kenton

Glenn C. Kenton, Secretary of State

BY: *D. Nguyen*

DATE: August 27, 1981

CERTIFICATE OF INCORPORATION OF
SAN FRANCISCO AIRLINES, INC.

FIRST: The name of the Corporation is SAN FRANCISCO AIRLINES, INC.

SECOND: The address of the Corporation's registered office is 100 West Tenth Street, City of Wilmington, County of New Castle, State of Delaware, and the name of its registered agent thereat is The Corporation Trust Company.

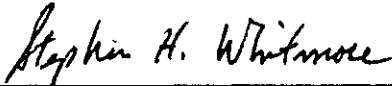
THIRD: The purpose of the Corporation is to engage in any lawful act for which a corporation may be organized under the General Corporation Law of Delaware.

FOURTH: The total number of shares of stock which the Corporation shall have authority to issue is one thousand shares of common stock of the par value of one cent (\$.01) per share.

FIFTH: The name and mailing address of the incorporator is Stephen H. Whitmore, One Wall Street, New York, New York 10005.

SIXTH: The Board of Directors is expressly authorized to make, alter, amend or repeal the By-Laws of the Corporation.

IN WITNESS WHEREOF, I have made, signed and sealed this Certificate of Incorporation on this 31st day of July, 1981.



Stephen H. Whitmore
Incorporator