

State of Idaho

Department of State

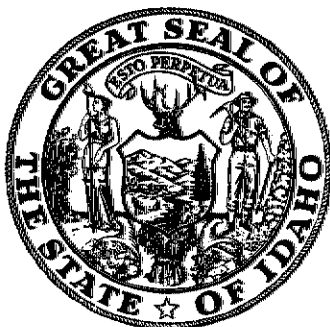
CERTIFICATE OF AUTHORITY OF

ACCESS AIR, INC.
File number C 113560

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of ACCESS AIR, 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 ACCESS AIR, INC. to transact business in this State under the name ACCESS AIR, INC. and attach hereto a duplicate original of the Application for such Certificate.

Dated: January 29, 1996



Pete T. Cenarrusa
SECRETARY OF STATE

By *Anna Sisk*

APPLICATION FOR CERTIFICATE OF AUTHORITY (For Profit)

To the Secretary of State of Idaho

The undersigned Corporation applies for a Certificate of Authority and states as follows:

JAN 29 3 55 AM '96
SECRETARY OF STATE
STATE OF IDAHO

1. The name of the corporation is ACCESS AIR, INC.
2. The name which it shall use in Idaho is _____
3. It is incorporated under the laws of Texas
4. Its date of incorporation is 10/6/95 and its duration, if other than perpetual, is Perpetual
5. The address of its principal office in the state or country under the laws of which it is incorporated is
7770 South Post Oak Lane, Suite 600, Houston, Texas 77056
6. The address to which correspondence should be addressed, if different than item 5, is _____
Same
7. The street address of its registered office in Idaho is 300 North 6th Street, Boise, Idaho 83701
_____, and its registered agent in Idaho at that address is C T Corporation System
8. The purpose or purposes which it is proposed to pursue in the transaction of business in Idaho are:
See attached purpose clause
9. The names and respective addresses of its directors and officers are:

Name	Office	Address
<u>Paul L. Leadabrand</u>	<u>President/Treasurer and Director</u>	<u>2347 Roanoke, Boise, Idaho 83712</u>
<u>Ray L. Leadabrand</u>	<u>Secretary and Director</u>	<u>2347 Roanoke, Boise, Idaho 83712</u>
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

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

Dated: 1/24/96

ACCESS AIR, INC.

(Corporation name)

By

Paul Leadabrand

Its President, Vice President, Secretary or Assistant Secretary

(please specify)

Paul L. Leadabrand

Secretary of State use only IDAHO SECRETARY OF STATE

DATE 01/29/1996 0900 33415

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CK #: 11800481 CUST# 15948

AUTH PRO

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CORP SUR 1@ 20.00= 20.00

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Appendix to Idaho
Application for Certificate of Authority

**Purpose Clause of
ACCESS AIR, INC.**

Aircraft charter. Notwithstanding the foregoing, the purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized to do business under the laws of Idaho.



JAN 29 8 55 AM '96
SECRETARY OF STATE
STATE OF TEXAS

The State of Texas

SECRETARY OF STATE

IT IS HEREBY CERTIFIED, that
Articles of Incorporation
of

ACCESS AIR, INC.

were filed in this office and a certificate of incorporation was issued on
OCTOBER 6, 1995;

IT IS FURTHER CERTIFIED, that no certificate of dissolution has been issued, and
that the corporation is still in existence.

*IN TESTIMONY WHEREOF, I have hereunto
signed my name officially and caused to be
impressed hereon the Seal of State at my office in
the City of Austin, on January 22, 1996.*





Antonio O. Garza, Jr.
Secretary of State

PH