



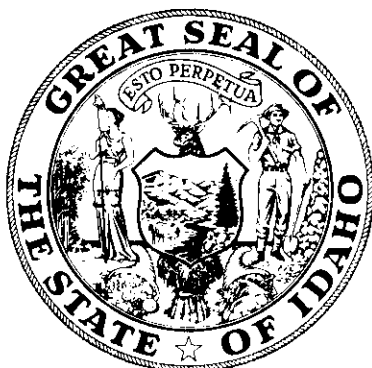
CERTIFICATE OF AUTHORITY
OF

CONTINENTAL DIVIDE HELICOPTERS, INC.

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

Dated **November 8, 1983**



SECRETARY OF STATE

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 CONTINENTAL DIVIDE HELICOPTERS, INC.

2. The name which it shall use in Idaho is same

(To be used only when required to avoid a conflict with a name already on file. Must be accompanied by a Board of Directors resolution adopting assumed name in Idaho.)

3. It is incorporated under the laws of Colorado

4. The date of its incorporation is 06/05/79 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 Boulder Municipal Airport, Boulder, CO 80301

6. The address to which correspondence should be addressed, if different from that in item 5.
same

7. The street address of its proposed registered office in Idaho is Aero Medical Group at 83201 Bannock Regional Medical Ctr. Memorial Drive, Pocatello, and the name of its proposed registered agent in Idaho at that address is Frank Hearney

8. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:
life flight program

9. The names and respective addresses of its directors and officers are:

Name	Office	Address
Charles H. Demarest	President	9826 Phillips Road, Lafayette, CO 80026
Gebhard Buggel	Executive Vice-President	715 Arapahoe #4, Boulder, CO 80302

(continued on reverse)

10. 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
50,000	Common	shares are without par value

11. 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
21,529	Common	shares are without par value

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

13. 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: November 1, 1983

By Charles Demarest, Pres.
Its President/Vice President (please specify)
and Gebhard Buggel, Secretary
Its Secretary/Assistant Secretary (please specify)

STATE OF Colorado)
COUNTY OF Boulder)ss

I, Joanne L. Schuster, a notary public, do hereby certify that on this 1st day of November, 19 83, personally appeared before me Charles Demarest, who being by me first duly sworn, declared that he is the President of Continental Divide Helicopters, Inc.

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

Joanne L. Schuster
Notary Public
Boulder Municipal Airport
Boulder, CO 80301

My Commission Expires Aug. 19, 1986

87.4811

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ARTICLES OF INCORPORATION

JUN 5 9 42 AM '73

NOV 8 8 21 AM '83

6 20 73

STATE OF TEXAS

CONFIDENTIAL DIVER HELICOPTERS, INC.

SECRETARY OF STATE

BEFORE ME, SEN. BY THESE PRESENTS, that I, the undersigned
Notary Public of the State of Texas (20) years of age, acting in my
office of the undersigned Notary Public referred to as the Corporation
and the undersigned of the Confidential Diver Helicopters Inc. along the
State of Texas.

ARTICLE I

NAME

The name of the Corporation is CONFIDENTIAL DIVER
HELICOPTERS, INC.

ARTICLE II

PERMANENCE

The period of duration of the Corporation shall be perpetual.

ARTICLE III

PERMANENCE

The purpose for which the Corporation is organized is to

1. To do any and every act which may be lawfully done by a corporation

organized under the laws of the State of Texas, and to do the same

in the most efficient manner possible, and to do the same

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on the general business of buying, selling, repairing, testing, leasing and operating said flying machines and flying machines of every description.

2. To do everything necessary, proper, advisable or convenient for the accomplishment of the purposes hereinabove set forth, and to do all other things necessary, proper or connected therewith, which it may deem proper to do, or by these Articles of Incorporation.

3. To conduct, possibly, to or carry on any local enterprise, or business for which a corporation may be organized under the laws of the State of Illinois.

ARTICLE IV

Authorized Shares

The aggregate number of shares of capital stock which the corporation shall have the authority to issue shall be three hundred thousand shares. All shares of stock shall be either for cash or for value, and shall be sold for such valuable consideration as the Board of Directors may deem proper. When issued, all shares shall be the full and complete property of the person to whom they are issued, and shall be subject to levy for payment of the debts of the corporation.

ARTICLE V

Transfer of Shares

Shares of stock of this corporation may be transferred in whole or in part.

ARTICLE VI

Transfer of Shares

The shares of stock of any class of stock of this corporation may be transferred in whole or in part, and the transferee of such shares shall be entitled to all the rights and privileges of the shares so transferred, and shall be bound by all the liabilities and obligations of the shares so transferred, in the same manner as if he were the owner of the shares at the time of the transfer.

ARTICLE VII

Registered Office and Registered Agent

The address of the initial registered office of the Corporation is 9826 Phillips Road, Lafayette, Colorado 80026. The name of the registered agent is CHARLES DEMAREST.

ARTICLE VIII

Address of Principal Place of Business

The address of the principal place of business of the Corporation is 9826 Phillips Road, Lafayette, Colorado 80026.

ARTICLE IX

Directors

The number of directors constituting the initial Board of Directors of the Corporation is three, 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:

Charles Demarest 9826 Phillips Road
Lafayette, Colorado 80026

Gebhardt Suggel Post Office Box 4792
Boulder, Colorado 80504

James L. Demarest 9826 Phillips Road
Lafayette, Colorado 80026

ARTICLE X

Incorporator

The name and address of the incorporator is:

Gary S. Joiner 75 Manhattan Drive, Suite 204
Boulder, Colorado 80504

Dated this 5th day of June, 1979.

STATE OF COLORADO)
COUNTY OF BOULDER) ss.

I, William P. Rylander, a Notary Public, in and for the State of Colorado, hereby certify that on the 5th day of June, 1979, personally appeared before me Gary S. Janner, who being first duly sworn, declares that he is the person that signed the foregoing document as incorporator and that the statements therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this

5th day of June, 1979.

My commission expires: 11/16/82

William P. Rylander
Notary Public

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