

AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
CREW CONCEPTS, INC.

04 NOV 12 AM 9:37

Pursuant to the Idaho Business Corporation Act, the undersigned Idaho corporation
adopts the following Amended and Restated Articles of Incorporation.

STATE OF IDAHO

First: The name of the corporation is Crew Concepts, Inc. (the "Corporation").

Second: The following amendments to and restatement of its Articles of Incorporation
were adopted by the Corporation in the manner prescribed by the Idaho Business Corporation
Act:

- A. Existing Article IV is deleted in its entirety and replaced as set forth below.
- B. The following Amended and Restated Articles of Incorporation are hereby
adopted:

"I.

Name

The name of this Corporation shall be Crew Concepts, Inc.

II.

Duration

The Corporation shall have a perpetual existence.

III.

Purposes

The purpose of the Corporation is to engage in aircraft operations in accordance with
Federal Aviation Administration ("FAA") and Department of Transportation ("DOT")
Regulations and any and all other lawful business for which corporations may engage in
under the Act.

IDAWO SECRETARY OF STATE
11/12/2004 05:00
CK: 15958 CT: 151040 BH: 776820
1 P 30.00 = 30.00 AMEND PROF # 2
1 P 20.00 = 20.00 EXPEDITE C N 3

IV.

Authorized Stock

The Corporation has authority to issue Five Hundred (500) shares that constitute a single class of \$.10 par value common voting shares with uniform rights known as Class A Common Stock. Each issued and outstanding share of Class A Common Stock shall be entitled to one vote on each matter submitted to a vote of the shareholders.

V.

Board of Directors

The affairs of this Corporation shall be governed by a Board of Directors, composed of not less than three (3) members.

VI.

No Preemptive Rights or Cumulative Voting

Shareholders of the Corporation shall not have preemptive rights nor the right to cumulative voting.

and

VII.

Assessment

No issued and outstanding shares of common stock shall be subject to assessment.”

Third: Upon the filing and acceptance of these Amended and Restated Articles of Incorporation, each issued and outstanding share of Class A Common Stock shall possess the rights provided for herein.

Fourth: The Corporation certifies that the foregoing restatement of its Articles of Incorporation consolidates all amendments to its Articles of Incorporation into one document.

Fifth: The Corporation certifies that these Amended and Restated Articles of Incorporation were duly adopted by unanimous votes of the directors and shareholders of the Corporation in accordance with the provisions of the Corporation's Articles of Incorporation and the Idaho Business Corporation Act.

Dated: November 9, 2004

Brianne Allard
Name
President
Title