

State of Idaho

Department of State

CERTIFICATE OF AUTHORITY OF

MORRIS AIR CORPORATION

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

Dated: December 24, 1992



Pete T. Cenarrusa
SECRETARY OF STATE

By *[Signature]* *[Signature]*

APPLICATION FOR CERTIFICATE OF AUTHORITY

(Profit Corporation)

To the Secretary of State of Idaho

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

SECRETARY OF STATE

1. The name of the corporation is Morris Air Corporation

2. The name which it shall use in Idaho is Morris Air Corporation

(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 Delaware

4. The date of its incorporation is December 15, 1992 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 c/o The Corporation Trust Company, 1209 Orange Street, Wilmington DE 19801

6. The address to which correspondence should be addressed, if different from that in item 5. 260 East Morris Avenue, Salt Lake City, UT 84115

7. The street 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

8. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:
to operate as an airline

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

Name	Office	Address
SEE ATTACHED RIDER		

IDAHO SECRETARY OF STATE
1992DEC 20 0900
CK # 10270
CORPORATIO 10 10:00-
10:00

IDAHO SECRETARY OF STATE

1992DEC 20 0900
CK # 10270
CORPORATIO 10 10:00-
10:00

(continued on reverse)

Name

Office

Address

SEE ATTACHED RIDER

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

11. This Application is accompanied by a certificate of Corporate Status or Existence, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated: December 22, 1992

Morris Air Corporation

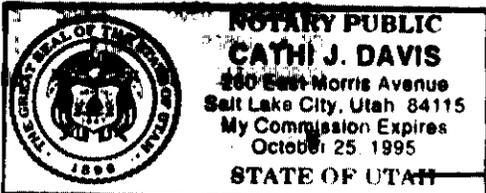
(Corporation Name)

By David G. Neeleman
David G. Neeleman Its President / ~~Vice President (Please specify)~~ XXXXX
and Thomas E. Kelly
Thomas E. Kelly Its Secretary / ~~Assistant Secretary (Please specify)~~ XXXXX

STATE OF UTAH)
COUNTY OF Salt Lake) ss:

I, Cathi J. DAVIS, a notary public, do hereby certify that on this 22nd day of December, 19 92, personally appeared before me Thomas E. Kelly, who being by me first duly sworn, declared that (s)he is the Secretary of Morris Air Corporation

that (s)he signed the foregoing document as Secretary of the corporation and that the statements therein contained are true.



Cathi J. Davis
Notary Public

MORRIS AIR CORPORATION

List of Officers & Directors

<u>Office</u>	<u>Name</u>	<u>Address</u>
Chief Executive Officer	June M. Morris	260 East Morris Ave. Salt Lake City, Utah 84115
President	David G. Neelaman	Same as above
Executive Vice President, General Counsel & Secretary	Thomas E. Kelly	Same as above
Vice President-Stations & Charter Operations	Steven W. Kasteler	Same as above
Vice President-Product Development	Gregory W. Jewkes	Same as above
Vice President-Sales & Marketing	Doug Terry	Same as above
Vice President-Financial Operations	Terry Ash	Same as above
Vice President-Passenger Services and Personnel	Carla Gustman	Same as above
Vice President & Treasurer	Richard Ence	Same as above
Vice President-Flight Operations	Usto Shulz	Same as above
Assistant Secretary	Kent Collins	Same as above
Vice President-Info. Systems	David Evans	Same as above
Chairman of Board	Rick Frandt	Same as above
Vice-Chairman	Mitch Morris	Same as above

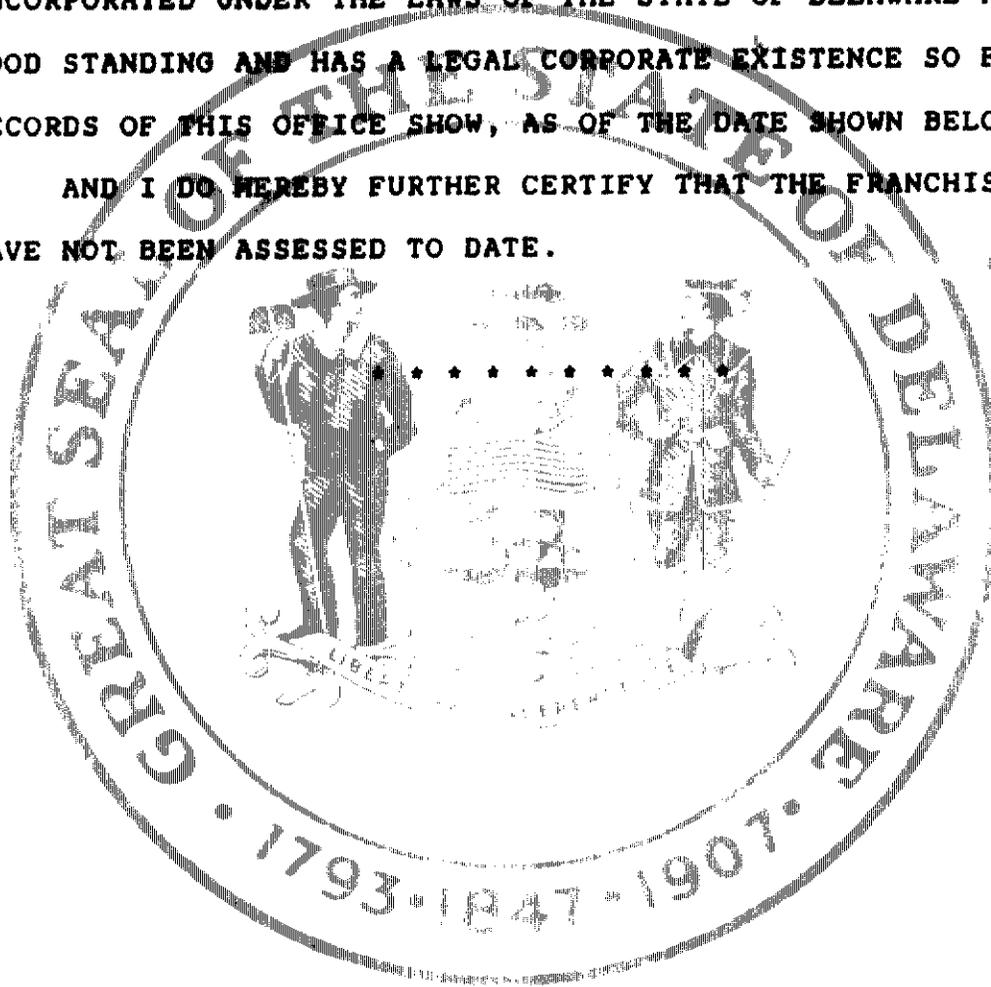
State of Delaware
Office of the Secretary of State

DEC 24 11 08 AM '92

SECRETARY OF STATE

I, MICHAEL RATCHFORD, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY MORRIS AIR CORPORATION IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE DATE SHOWN BELOW.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



Michael Ratchford

Michael Ratchford, Secretary of State

AUTHENTICATION: *3709378

DATE: 12/21/1992

722356002