

**Electronic Articles of Incorporation
For**

P14000047245
FILED
May 27, 2014
Sec. Of State
tscott

BRANIFF INTERNATIONAL AIRWAYS, INC.

The undersigned incorporator, for the purpose of forming a Florida profit corporation, hereby adopts the following Articles of Incorporation:

Article I

The name of the corporation is:

BRANIFF INTERNATIONAL AIRWAYS, INC.

Article II

The principal place of business address:

200 PARK AVENUE
1700
NEW YORK, NY. US 10166

The mailing address of the corporation is:

200 PARK AVENUE
1700
NEW YORK, NY. US 10166

Article III

The purpose for which this corporation is organized is:

ANY AND ALL LAWFUL BUSINESS.

Article IV

The number of shares the corporation is authorized to issue is:

1000000

Article V

The name and Florida street address of the registered agent is:

JAMES CAMPANELLA
2050 RED ROBIN DRIVE
PORT ORANGE, FL. 32128

I certify that I am familiar with and accept the responsibilities of registered agent.

Registered Agent Signature: JAMES CAMPANELLA

Article VI

The name and address of the incorporator is:

BRANIFF HOLDINGS, INC
200 PARK AVENUE
1700
NEW YORK, NY 10166

Electronic Signature of Incorporator: JAMES CAMPANELLA

I am the incorporator submitting these Articles of Incorporation and affirm that the facts stated herein are true. I am aware that false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S. I understand the requirement to file an annual report between January 1st and May 1st in the calendar year following formation of this corporation and every year thereafter to maintain "active" status.

Article VII

The initial officer(s) and/or director(s) of the corporation is/are:

Title: P
JAMES MARSHALL
200 PARK AVENUE, SUITE 1700
NEW YORK, NY. 10166 US

Title: VP
ANDREW J ROSSI
200 PARK AVENUE, SUITE 1700
NEW YORK, NY. 10166 US

Title: VP
JAMES CAMPANELLA
200 PARK AVENUE, SUITE 1700
NEW YORK, NY. 10166 US

Title: VP
JOHN KENNY
200 PARK AVENUE, SUITE 1700
NEW YORK, NY. 10166 US

Title: VP
MO KHWAJA
200 PARK AVENUE, SUITE 1700
NEW YORK, NY. 10166 US

Title: VP
DAVE LEWIS
200 PARK AVENUE, SUITE 1700
NEW YORK, NY. 10166 US

Article VIII

The effective date for this corporation shall be:

05/27/2014