

## Division of Corporations

K10351

## Florida Department of State

Division of Corporations

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## To:

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## From:

Account Name : CORPORATE & CRIMINAL RESEARCH SERVICES  
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## BASIC AMENDMENT

FINE AIR SERVICES, INC.

Certificate of Status	0
Certified Copy	1
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*Amended & Restated  
Articles*

02/23/01 DC W/ NAME CHANGE

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01 FEB 22 PM 4:16  
DIVISION OF CORPORATIONS

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2001 FEB 22 PM 4:51

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**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION OF**

**FINE AIR SERVICES, INC.**

**Original Articles of Incorporation  
filed with the Florida Secretary of State  
on January 4, 1988**

FILED  
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DIVISION OF CORPORATIONS  
2001 FEB 22 PM 4:51

**ARTICLE I**

The name of the corporation is **ARROW AIR, INC.** (the "Corporation").

**ARTICLE II**

The address of the principal office of the Corporation is 3401 N.E. 59<sup>th</sup> Avenue, Miami, Florida 33126 and the mailing address is P.O. Box 523726, Miami, Florida 33152.

**ARTICLE III**

The aggregate number of shares of all classes of capital stock that the Corporation shall have the authority to issue is Fifty Million (50,000,000) shares, consisting of (i) Thirty Million (30,000,000) shares of Common Stock, \$1.00 par value per share and (ii) Twenty Million (20,000,000) shares of Preferred Series A Stock, \$1.00 par value per share.

**ARTICLE IV**

Every shareholder, upon the sale for cash of any new stock of this Corporation shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

**ARTICLE V**

The street address of the Corporation's registered office in the State of Florida is 2261 N.W. 67<sup>th</sup> Avenue, Building 700, Suite 214, City of Miami, County of Miami-Dade and the name of its registered agent at such office is Richard L. Richards, Esq.

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**ARTICLE VI**

This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

**ARTICLE VII**

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Amended and Restated Articles of Incorporation, or in any amendment hereto, or to add any provision to these Amended and Restated Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provision of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Amended and Restated Articles of Incorporation or any amendment hereto are granted subject to this reservation.

These Amended and Restated Articles of Incorporation contain an amendment that requires shareholder approval and was adopted and approved by written consent of the Corporation's Board and Directors and Sole Shareholder on February 22, 2001, with the number of votes cast being sufficient for approval.

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**IN WITNESS WHEREOF**, the undersigned has executed these Amended and Restated Articles of Incorporation on February 22, 2001.

**FINE AIR SERVICES, INC.**

By:   
Barry H. Fine, President