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# K10351

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**ARROW AIR, INC.**

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FROM :

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**SECOND AMENDED AND RESTATED  
ARTICLES OF INCORPORATION OF**

**ARROW AIR, INC.**

Pursuant to Sections 607.1007 and 607.1008 of the Florida Business Corporation Act, the undersigned, Chief Restructuring Officer of Arrow Air, Inc., a Florida corporation (the "Corporation"), hereby executes and submits for filing with the Department of State, State of Florida, these Second Amended and Restated Articles of Incorporation, to read as follows:

**ARTICLE I - NAME AND ADDRESS**

The name of this Corporation is Alpha Cargo Airlines, Inc. The address of the principal office and the mailing address of this Corporation is 7205 Corporate Center Drive, Suite 300, Miami, Florida 33126.

**ARTICLE II - PURPOSE**

This Corporation is organized for the purpose of transacting any and all lawful business (including, without limitation: engaging in national and/or international air transportation services for cargo, passengers and/or mail; storing; warehousing and shipping cargo and mail; performing any and all acts required before any national or international customs authorities; providing technical assistance on air security; maintaining and repairing airframes, engines, aircraft parts and other equipment generally used in the cargo transportation business and providing any and all other services generally related to the aeronautical industry).

**ARTICLE III - CAPITAL STOCK**

The aggregate number of shares of capital stock that this Corporation shall have authority to issue is One Hundred (100) that shall be common stock, par value \$.01 per share. The Corporation shall not issue any non-voting shares of capital stock.

**ARTICLE IV - PREEMPTIVE RIGHTS**

Shareholders shall not be entitled to preemptive rights with respect to any shares of the Corporation which may be issued.

**ARTICLE V - REGISTERED OFFICE AND AGENT**

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The street address of the registered office of this Corporation is 1430 South Dixie Highway, Suite 306, Coral Gables, FL 33146 and the name of the registered agent of this Corporation is Jarvis & Associates, P.A.

#### ARTICLE VI - BYLAWS

The power to alter, amend or repeal the Bylaws shall be vested in each of the Board of Directors and the shareholders of this Corporation.

#### ARTICLE VII - INDEMNIFICATION

The Corporation shall indemnify any officer or director, or any former officer or director of this Corporation, to the fullest extent permitted by law. The foregoing right of indemnification shall not be exclusive of any other rights to which any director, officer, employee or agent may be entitled as a matter of law or which he may be lawfully granted.

#### ARTICLE VIII - AMENDMENT

This Corporation reserves to its shareholders the right to amend or repeal any provisions now or hereafter contained in these Articles of Incorporation. Any rights which these Articles of Incorporation may confer upon this Corporation may be modified or cancelled by a vote of the holders of a majority of the Corporation's stock entitled to vote thereon to amend or repeal said Articles of Incorporation.

#### ARTICLE IX - OFFICERS

The Board of Directors of the Corporation shall determine and elect from time to time the officers of the Corporation in the manner provided in the Corporation's Bylaws. The initial officer of the Corporation, who shall hold office until his successor is elected or appointed and qualified or until his earlier resignation or removal, is as follows:

Carlos Donado

President

#### ARTICLE IX - DIRECTORS

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws. The number of directors constituting the initial Board of Directors is one, and the name of the

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sole member of the Board of Directors, who will serve as the Corporation's director until successors are duly elected and qualified is:

Carlos Donado

The foregoing Second Amended and Restated Articles of Incorporation of the Corporation were adopted pursuant to the Amended Joint Chapter 11 Plan of Debtors, dated November 17, 2010 (the "Plan"), confirmed by the United States Bankruptcy Court for the Southern District of Florida, Miami Division (the "Bankruptcy Court"), by order signed by the Bankruptcy Court on December 17, 2010 in *In re: Arrow Air, Inc. and Arrow Air Holdings Corp.*, Case No. 10-28831-AJC. The Bankruptcy Court had jurisdiction of the Plan pursuant to Chapter 11 of Title 11 of United States Code (the "Bankruptcy Code"). Pursuant to Sections 607.1007 and 607.1008 of the Florida Business Corporation Act, action by the board of directors or shareholders of the Corporation is not required with respect to the adoption of the foregoing Second Amended and Restated Articles of Incorporation.

[signature page follows]

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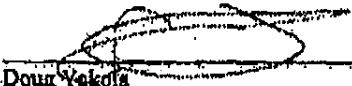
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IN WITNESS WHEREOF, the undersigned, Chief Restructuring Officer of the Corporation, executed these Second Amended and Restated Articles of Incorporation in his capacity under the Plan as such this 23<sup>rd</sup> day of December 2010.

  
Doug Yakola  
Chief Restructuring Officer

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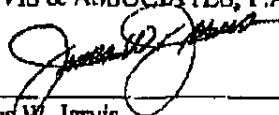
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### ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named Registered Agent of the Corporation accepts such designation and is familiar with and accepts the obligations of such position, as provided in Florida Statutes §607.0505.

JARVIS & ASSOCIATES, P.A.



James W. Jarvis  
President

Dated: December 23 2010