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C T Corporation System

Requestor's Name
660 East Jefferson Street

Address
Tallahassee, FL 32301 (850) 222-1092

City State Zip Phone

CORPORATION(S) NAME

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*****70.00 *****70.00

National Airlines Inc. db/a National Airlines

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| <input checked="" type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | | |
| <input type="checkbox"/> Limited Liability Company | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| <input checked="" type="checkbox"/> Foreign | | |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Reservation | <input type="checkbox"/> Change of R.A. |
| | | <input type="checkbox"/> Fictitious Name |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> CUS / G/S |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call if Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out | | |

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THANK YOU ! MANDI KENT

File First

NATIONAL AIRLINES, INC.

a Delaware corporation

RESOLUTION OF THE BOARD OF DIRECTORS


I, MICHAEL J. CONWAY, do hereby certify that I am a duly elected, qualified and acting Director of NATIONAL AIRLINES, INC., a Delaware corporation (the "Corporation"); and that the following resolution was duly adopted on June 24, 1999.

WHEREAS, the Corporation is desirous of doing business in the State of Florida;

WHEREAS, the corporate name "National Airlines, Inc." is not available for use in the State of Florida;

NOW, THEREFORE, BE IT RESOLVED, that the Corporation authorizes and adopts the name "National Air, Inc." for use in transacting business in the State of Florida.

IN WITNESS WHEREOF, I have hereunto set my hand this 24th day of June, 1999.



MICHAEL J. CONWAY, Director

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APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE
STATE OF FLORIDA:

1. National Airlines, Inc.

(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION", or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. Delaware

(State or country under the law of which it is incorporated)

3. 86-0793702

(FEI number, if applicable)

4. April 12, 1995

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. Upon Qualification

(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.156, F.S.))

7. 6020 Spencer Street, Las Vegas, Nevada 89119-2934

(Current mailing address)

8. To own and operate a commercial airline.

(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent:

Name: C T Corporation System

Office Address: c/o C T Corporation System, 1200 South Pine
Island Road

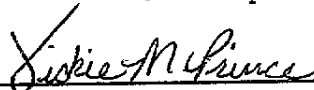
Plantation, Florida, 33324

(Zip Code)

10. Registered agent acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application. I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

C T Corporation System



(Registered agent's signature) (Officer)

Vickie M. Prince

Assistant Secretary

(Type Name and Title of Officer)

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11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: See attached list of directors

Address: _____

Vice Chairman: See attached list of directors

Address: _____

Director: See attached list of directors

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See attached list of officers

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

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Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. Raymond J. Nakano

(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

Senior

14. Raymond T. Nakano, Vice President

(Typed or printed name and capacity of person signing application)

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LIST OF DIRECTORS

Name and Business Address

1. Michael J. Conway
6020 Spencer Street
Las Vegas, Nevada 89119-2934
2. Raymond T. Nakano
6020 Spencer Street
Las Vegas, Nevada 89119-2934
3. Arnold H. Kroll
6020 Spencer Street
Las Vegas, Nevada 89119-2934
4. Jock Patton
6020 Spencer Street
Las Vegas, Nevada 89119-2934
5. Gary W. Loveman
6020 Spencer Street
Las Vegas, Nevada 89119-2934
6. Colin V. Reed
6020 Spencer Street
Las Vegas, Nevada 89119-2934
7. Robert A. Morrow
6020 Spencer Street
Las Vegas, Nevada 89119-2934
8. Charles H. Buckingham
6020 Spencer Street
Las Vegas, Nevada 89119-2934
9. Robert K. Moses, Jr.
6020 Spencer Street
Las Vegas, Nevada 89119-2934
10. Robert N. Broadbent
6020 Spencer Street
Las Vegas, Nevada 89119-2934
11. James A. Barrett, Jr.
6020 Spencer Street
Las Vegas, Nevada 89119-2934
12. Joel S. Lever (Advisor to the Board)
6020 Spencer Street
Las Vegas, Nevada 89119-2934

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LIST OF OFFICERS

	<i>Name and Business Address</i>	<i>Title</i>
1.	Michael J. Conway 6020 Spencer Street Las Vegas, Nevada 89119-2934	Chairman, President and Chief Executive Officer
2.	Raymond T. Nakano 6020 Spencer Street Las Vegas, Nevada 89119-2934	Senior Vice President and Chief Financial Officer
3.	Kevin J. Tourek 6020 Spencer Street Las Vegas, Nevada 89119-2934	Secretary

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State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "NATIONAL AIRLINES, INC." 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 EIGHTH DAY OF JUNE, A.D. 1999.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION:

DATE:

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06-08-99

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