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To:

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Fax Number : (850) 205-0381

From:

Account Name : CORPORATION SERVICE COMPANY
Account Number : I20000000195
Phone : (850) 521-1000
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FLORIDA PROFIT CORPORATION OR P.A.

ARROW AIR ACQUISITION, INC.

Certificate of Status	0
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**ARTICLES OF INCORPORATION
FOR
ARROW AIR ACQUISITION, INC.**

The undersigned, for the purpose of forming a Corporation in Compliance with Florida Statutes Chapter 607 and/or 621, hereby makes, acknowledges, and files the following Articles of Incorporation:

ARTICLE I
NAME

The name of the corporation is Arrow Air Acquisition, Inc. ("hereinafter referred to as the "Corporation").

ARTICLE II
PRINCIPAL OFFICE

The mailing address and principal place of business is 9100 South Dadeland Blvd., Suite 1001, Miami, Florida 33156 or in any other city in the State of Florida designated by the Board of Directors from time to time.

ARTICLE III
PURPOSES AND POWERS

The purpose of the Corporation is to engage in cargo/airline investments and to otherwise transact any lawful business for which corporations may be organized under the laws of the State of Florida. The Corporation shall have all of the powers conferred upon corporations organized under the laws of the State of Florida to carry out such purpose.

ARTICLE IV
CAPITAL STOCK

The Corporation is authorized to distribute 1000 shares of stock, par value \$1.00 per share.

ARTICLE V
DIRECTORS

The Corporation shall have one director initially and the number of directors may be increased or diminished from time to time as provided in the Bylaws but shall never be less than one. The name and address of the initial director is:

Anthony Romeo
9100 South Dadeland Blvd., Suite 1001
Miami, FL 33156

**ARTICLE VI
DIRECTORS**

Following is the name and address of the officers of the Corporation:

<u>Names/Addresses</u>	<u>Offices</u>
Anthony Romeo 9100 South Dadeland Blvd., Suite 1001 Miami, FL 33156	President

**ARTICLE VII
REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this Corporation is 200 South Biscayne Blvd., Suite 3000, Miami, Florida 33131, and the name of the registered agent of this company at that address is Meland Russin Hellinger & Budwick, P.A.

**ARTICLE VIII
INCORPORATOR**

The name and address of the Incorporator of the Corporation is: Anthony Romeo, 9100 South Dadeland Blvd., Suite 1001, Miami, Florida 33156.

**ARTICLE IX
EFFECTIVE DATE**

The company's duration shall commence upon the filing of these Articles of Incorporation with the Department of State and shall have perpetual existence.

IN WITNESS WHEREOF, the undersigned Incorporator has hereunto set his hand and seal this 10 day of February, 2004.

By: Anthony Romeo
Anthony Romeo

CERTIFICATE OF DESIGNATION OF

REGISTERED AGENT/REGISTERED OFFICE

Having been named as registered agent to accept service of process for the above stated Corporation in the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

MELAND RUSSIN HELLINGER & BUDWICK P.A.
3000 Wachovia Financial Center
200 South Biscayne Boulevard
Miami, Florida 33131

Date: 2/20/04By: 

Andrew B. Hellinger

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