

P95000008810

RECEIVED

95 FEB -2 AM 11:53

OFFICE USE ONLY (Document #)

DIVISION OF CORPORATION

Sumstate Research  
(Requestor's Name)

PO Box 11271  
(Address)

Tallahassee FL 32302  
(City, State, Zip) (Phone #)

4000001396454  
-02/02/95--01047--027  
\*\*\*122.50 \*\*\*122.50

EFFECTIVE DATE

1-27-93

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. Piper Aviation Group Inc Effective date  
(Corporation Name) (Document #)

2. \_\_\_\_\_  
(Corporation Name) (Document #)

3. \_\_\_\_\_  
(Corporation Name) (Document #)

4. \_\_\_\_\_  
(Corporation Name) (Document #)



Walk in



Pick up time



Certified Copy



Mail out



Will wait



Photocopy



Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

FILED  
1995 FEB -2 AM 11:55  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

F. CHESSEK FEB 2 1995

Examiner's Initials

**ARTICLES OF INCORPORATION  
OF  
PIPER AVIATION GROUP INC.**

FILED  
1995 FEB -2 PM 11:55  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

I, the undersigned, being of legal age and a natural person, do hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

RECEIVED  
- 2795 **ARTICLE I**  
**NAME and PRINCIPAL OFFICE**

The name of this corporation shall be: **PIPER AVIATION GROUP INC.** and the principal place of business and mailing address of this corporation shall be: 58 Lyons Place, Basking Ridge, New Jersey 07920.

**ARTICLE II**  
**DURATION**

This corporation shall commence its existence effective as of **January 27, 1995**, and shall exist perpetually thereafter unless sooner dissolved according to law.

**ARTICLE III**  
**PURPOSE**

This corporation may engage in any activity or business permitted under the laws of the State of Florida.

**ARTICLE IV**  
**CAPITALIZATION**

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

<u>Number of Shares Authorized</u>	<u>Par Value Per Share</u>	<u>Class of Stock</u>
1000	\$1.00	Common

The consideration for all of the said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of the corporation.

#### **ARTICLE V** **INITIAL REGISTERED OFFICE AND AGENT**

The initial registered office of this corporation shall be at: 777 Brickell Avenue, Suite 500, Miami, Florida 33131, with the privilege of having its offices and branch offices at other places within or without the State of Florida. The initial registered agent at that address shall be: Frank Burt.

#### **ARTICLE VI** **INITIAL DIRECTOR**

The number of directors may be increased or decreased, but shall be not less than one, as specified by the shareholders from time to time. The shareholders may at any time, by a majority vote, determine that the corporation be managed by the shareholders.

The name and address of the initial director of the corporation, who shall hold office for the first year or until his successors are duly elected and qualified, shall be:

<u>Name</u>	<u>Address</u>
Paul S. Dopp	58 Lyons Place Basking Ridge, New Jersey 07920

**ARTICLE VII**  
**INCORPORATOR**

The name and address of the Incorporator is: Frank Burt, 777 Brickell Avenue, Suite 500, Miami, Florida 33131.

**ARTICLE VIII**  
**DIRECTOR CONFLICT OF INTEREST**

No contract or other transaction between this corporation and any other corporation, and no act of this corporation, shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this corporation, provided that the fact that such director or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this corporation who is also a director or an officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize any such contract or transaction, with like force and effect as if such director were not such a director or officer of such other corporation, or not so interested.

**ARTICLE IX**  
**NO SHAREHOLDER LIABILITY**

The private property of the shareholders shall not be subject to payment of the corporate debts in any extent.

**ARTICLE X**  
**INDEMNIFICATION**

This corporation shall indemnify its officers, directors and employees to the fullest extent permitted by law, either now or hereafter in effect.

\*\*\*\*\*

IN WITNESS WHEREOF, the undersigned, being the Incorporator hereinbefore named, for the purpose of forming a corporation to do business, both within and without the State of Florida under the laws of Florida, makes and files these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and hereunto sets his hand and seal this 13<sup>th</sup> day of February, 1995.

  
FRANK BURT

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN FLORIDA,  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

---

In compliance with the laws of the State of Florida, the following is submitted:

**PIPER AVIATION GROUP INC.**, desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 58 Lyons Road, Basking Ridge, New Jersey 07920, has named Frank Burt, 777 Brickell Avenue, Suite 500, Miami, Florida 33131, as its statutory Registered Agent to accept service of process within Florida.

**ACKNOWLEDGMENT**

Having been named the statutory Registered Agent to accept service of process for the above corporation, at the place designated in this certificate, I hereby acknowledge that I am familiar with the obligations imposed upon a registered agent by Section 607.0505 of the Florida Statutes and I agree to accept the same and to act as Registered Agent, and to comply with the provisions of Florida law relative to keeping the registered office open.

DATED: This 1st day of February, 1995.

  
FRANK BURT, Registered Agent

**JORDEN BURT BERENSON & JOHNSON LLP**

777 BRICKELL AVENUE

SUITE 800

MIAMI, FLORIDA 33131-2603

(305) 371-7700

TELEFAX (305) 371-7725

**P95000008810**

SUITE 400 EAST  
1000 THOMAS JEFFERSON STREET, N.W.  
WASHINGTON D.C. 20007-0805  
(202) 965-8100

February 27, 1996

AFFILIATED COUNSEL:

IN MIAMI, FLORIDA  
CANTOR & MORANTE, P.A.

IN WASHINGTON, D.C.  
JONES & BLOUCH L.L.P.

Amendment Section  
Florida Department of State  
409 East Gaines Street  
Tallahassee, Florida 32399

Re: PIPER AVIATION GROUP INC.

Dear Sir or Madam:

Enclosed please find two sets of an Amendment to the Articles of Incorporation for the above-referenced company. Also enclosed is our check, in the amount of \$87.50, representing the following:

Filing Fee	\$35.00
Fee for Certified Copy	<u>52.50</u>
	\$87.50

When the Amended Articles have been filed, please return the certified copy to the undersigned in the envelope enclosed for your convenience. With thanks.

Very truly yours,

*Mary T. Naccarato*

Mary T. Naccarato  
Legal Assistant

/wp  
Enclosures

300001728713  
-03/01/96--01012--001  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

*CM*  
*P95000008810*  
*NC Amend*  
*\*Cert Copy*  
*2-29-96*

**ARTICLES OF AMENDMENT**  
**TO**  
**ARTICLES OF INCORPORATION**  
**PIPER AVIATION GROUP INC.**

Pursuant to the provisions of Section 607.1006 of the Florida Business Corporations Act, the undersigned corporation hereby adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of the corporation is **PIPER AVIATION GROUP INC.**
2. The following amendment was adopted by the sole director and shareholder of the corporation on the 22 day of February, 1996, in the manner prescribed by Section 607.1003 of the Florida Business Corporations Act.

RESOLVED, that Article I of the Articles of Incorporation of PIPER AVIATION GROUP INC. is hereby amended by deleting the paragraph and the following shall be substituted in its place, to read as follows:

**"ARTICLE I**

The name of this corporation shall be: **AirFair Airlines, Inc.** and the principal place of business and mailing address of this corporation shall be: 58 Lyons Place, Basking Ridge, New Jersey 07920."

Dated: FEBRUARY 22<sup>nd</sup> 1996.

PIPER AVIATION GROUP INC.,  
a Florida corporation

By: 

Paul S. Dopp, President  
President

Attest: 

Paul S. Dopp, Secretary

(Corporate Seal)



**SPECIAL CORPORATE ACTION**  
**by**  
**SOLE DIRECTOR AND SHAREHOLDER**

The Sole Director and Shareholder of **PIPER AVIATION GROUP INC.**, a corporation organized and existing under the laws of the State of Florida, do hereby agree, consent to, adopt and order the following corporate action:

1. Each of the undersigned does hereby waive all formal requirements, including the necessity of holding a formal or informal meeting, and any requirement that notice of such meeting be given.

2. WHEREAS, the sole director and shareholder of this corporation has deemed it desirable and advisable that the Articles of Incorporation of this corporation be amended, as hereinafter provided;

NOW, THEREFORE, be it resolved that Article I of the Articles of Incorporation of the corporation be amended to read in its entirety, as follows:

**"ARTICLE I**

The name of this corporation shall be: **AirFair Airlines, Inc.**, and the principal place of business and mailing address of this corporation shall be: 58 Lyons Place, Basking Ridge, New Jersey 07920."

3. The action contained herein shall be effective as of the 22<sup>nd</sup> day of FEBRUARY, 1996.

IN WITNESS WHEREOF, the undersigned have each executed the foregoing corporate action for the purpose of giving their consent thereto.

SHAREHOLDER:

  
Paul S. Dopp

DIRECTOR:

  
Paul S. Dopp