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PIVNIK & NITSCHÉ, P.A.

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VIA FedEx

February 21, 1997

Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

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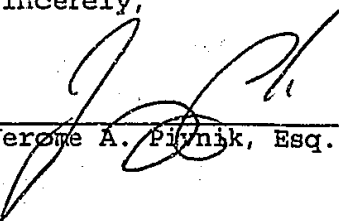
Attn: Bureau of Data Systems

Re: Articles of Incorporation for Lauda Air USA, Inc.

Dear Sir or Madam:

Enclosed is an original and one copy of the Articles of Incorporation along with a check payable to the Secretary of State in the amount of \$122.50. Please return the certified copy to my attention at the above address.

Sincerely,

  
Jerome A. Pivnik, Esq.

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Enclosures  
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## ARTICLES OF INCORPORATION

We, the undersigned, all of whom are of legal age, do hereby associate ourselves for the purpose of becoming a corporation under the laws of the State of Florida authorizing the formation of corporations.

### ARTICLE I

#### NAME

The name of the corporation shall be:

LAUDA AIR USA, INC.

### ARTICLE II

#### GENERAL NATURE OF BUSINESS

The general nature of the business and the objects and purposes proposed to be transacted and carried on are to do any and all of the things herein mentioned, as fully and to the same extent as natural persons might or could do, viz:

a) Operate an Airline and to do all things related to the operation of an Airline and all related businesses.

b) To purchase, manufacture, acquire, hold, own, mortgage, hypothecate, pledge, lease, sell, assign, transfer, invest in, trade real and personal property of every kind and description.

c) To subscribe for purchase, invest in, hold, own, assign, pledge and otherwise dispose of share of capital stock, bonds, mortgages, debentures, notes and other securities, obligations, contracts and evidences of indebtedness of any persons, firms, associations and other corporations, whether domestic or foreign, and to exercise in respect of any such shares

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of stock, bonds, and other securities, any and all rights, powers and privileges of individual ownership, including the right to vote thereon, to issue bonds and other obligations for proper corporate purposes, and to do any and all acts and things tending to increase the value of the property at any time held by the Company.

d) To acquire, hold, undertake and fully exploit the good will, property rights, franchises and assets of ever kind, and the liabilities of any persons, firm, association or corporation, either wholly or partly, and to pay for the same in cash, stocks or bonds of the Company or otherwise.

e) To borrow money and contract debts when necessary in the purchase or acquisition of real, personal and intangible property, business rights or franchises, or for additional working capital, or for any other object in or about is business or affairs and without limit as to amount to incur debt and to raise, borrow and secure the payment of money in any lawful manner, including the issue and sale or other disposition of bonds, warrants, debentures, obligations, negotiable and transferable instruments and evidences of indebtedness of all kinds, whether secured by mortgage, pledge, deed of trust or otherwise.

f) In any manner to acquire, enjoy, utilize and dispose of patents, copyrights and trademarks, and any license or other rights or interest therein and thereunder.

g) To conduct business and operations and to have one or more offices and hold, purchase, mortgage, lease, dispose of, deal in, and convey real and personal property without restrictions

in this State and in any other of the several States, territories, possessions, and dependencies of the United States, the District of Columbia, and in any and all foreign countries.

h) To purchase or otherwise acquire, become interested in, deal in and with, invest in, hold, pledge, sell, mortgage, lend money on, exchange or otherwise dispose of, or turn to account or realize upon as owner, agent broker, or factor, all forms of securities, including stocks, bonds, leases, options, certificates of interest, participation certificates, voting trust certificates evidencing shares of or interest in common law trusts, trusts and trust estates or associations, certificates of trust or beneficial interest in trust, mortgages, contracts and other instruments, securities and rights; to investigate and report with respect to, and to undertake, carry on, aid, assist or participate in the organizational liquidation or re-organization of financial, commercial, mercantile manufacturing, industrial or other business concerns, firms, association and corporation; to institute, participate in or promote commercial, mercantile, financial and industrial enterprises and operations.

i) To engage in and carry on any advertising business in connection with property of any nature, owned, leased or otherwise acquired by this corporation, as principal or agent, with power to let contracts for any advertising, and to make and carry out contracts of every kind and nature that may be conducive to the accomplishment of any purpose of the Corporation.

j) To do any and all things, and everything necessary

and proper for the accomplishments of the objects enumerated in these Articles of Incorporation or any amendment thereto necessary and incidental to the protection and benefit of the corporation and in general to carry on any lawful business necessary or incidental to the attainment of the objects of the corporation, whether or not such business is similar in nature to the objects set forth herein, it being understood that the enumeration of specific powers in this Certificate of Incorporation shall not be deemed to be exclusive, but all other lawful powers conferred by the statutes of the State of Florida are hereby included.

### ARTICLE III

#### CAPITAL STOCK

The capital stock of this corporation shall be One Hundred shares, no par value, common stock. This stock shall have full voting rights, pre-emptive privileges, non-cumulative as to dividends and shall be issued fully paid and non-assessable. The Stock shall be restricted as to transfer as follows: This stock may not be transferred on the books of this corporation, without first giving the right of purchase for ten (10) days to the corporation at the book value of the stock, and thereafter for five (5) days to any stockholders of record, at the same price and terms of any bona fide offer which the holder may desire to accept.

All said stock shall be payable in cash, equipment, property real or personal, labor or services in lieu of cash, at just valuation to be fixed by the Board of Directors of this Corporation.



#### ARTICLE IV

##### CAPITAL TO BEGIN BUSINESS

The amount of capital with which this corporation shall commence business shall be not less than five hundred dollars (\$500.00).

#### ARTICLE V

##### CORPORATE EXISTENCE

This corporation shall exist perpetually unless sooner dissolved according to law.

#### ARTICLE VI

The principal place of business of said corporations shall be at: 801 Brickell Ave. Suite 500, Miami, FL 33131 with the privilege of having branch offices at other places within or without the State of Florida.

#### ARTICLE VII

##### NUMBER OF DIRECTORS

The number of Directors of this Corporation shall not be less than one nor more than ten.

#### ARTICLE VIII

The names and post office addresses of the first Board of Directors of this corporation who shall hold office for the first year or until their successors are chosen shall be:

##### NAME

##### ADDRESS

Mr. Otmar Lenz

Lauda Air Luftfahrt AG  
P.O. Box 56  
1300 Vienna Airport  
Austria

#### ARTICLE IX

This Corporation reserves the right to amend, alter, change, or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute or set out in the Corporate By-Laws, so long as same does not conflict with the Florida Statutes.

The Directors of this Corporation shall have the power to make or amend the By-Laws and to determine any amount to be reserved for working capital.

The private property of the stockholders shall not be subject to the payment of the corporate debts in any extent whatsoever. The corporation shall have first lien on the shares of its members and upon the dividends due them or any indebtedness of such members of the corporation

#### ARTICLE X

The officers of the corporation shall be controlled by the Board of Directors, and each resolution shall require the approval by majority vote of all directors before its adoption as a corporate act.

No person shall be required to own, hold, or control stock in this corporation as a condition precedent to holding an office in this corporation.

The original incorporators of this Corporation shall have the right, upon the organization, to assign and deliver their subscriptions of stock as set forth in Article IX hereof, to any person, or firms or corporation, who, upon acceptance of said

assignment, shall stand in lieu of the original incorporators, and assume and carry out all the rights, liabilities and duties entailed by said subscribers, subject to the laws of the State of Florida, and the execution of the necessary instruments of assignment.

IN WITNESS WHEREOF, WE, the undersigned, being each of the original subscribers to the capital stock hereinabove named, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, do make and file these Articles, hereby declaring and certifying that the facts herein stated are true, and do respectfully agree to take the number of shares hereinabove set forth, and hereunto set our hands and seals, this the 21 day of February, 1997.

WITNESSES

Maichelle Kues  
Carolyn A. DeLoach

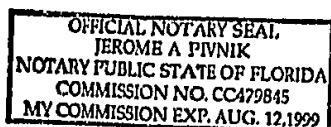
Jorge Valls  
JORGE VALLS, Secretary

STATE OF FLORIDA     )  
                              ) SS:  
COUNTY OF DADE     )

BEFORE ME, the undersigned authority, personally appeared JORGE VALLS who are known to me to be the persons described in and who executed the foregoing Articles of Incorporation and who, after being by me first duly sworn, on oath, depose and say and do acknowledge before me, that the said Articles to be the act and deed of the signers respectively and the facts and matters therein set forth are true and correct.

[Signature]  
NOTARY PUBLIC, State of Florida

My Commission Expires:

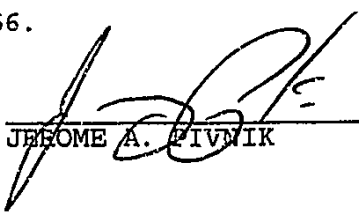




CERTIFICATE DESIGNATING RESIDENT AGENT

That Lauda Air USA, Inc. desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at the City of Miami, County of Dade, State of Florida, has assigned Jerome A. Pivnik of Pivnik & Nitsche, P.A., Florida, as its agent to accept service of process within this State.

Having been named to accept service of process for the above stated corporation at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office, at PIVNIK & NITSCHKE, P.A., 9100 S. Dadeland Boulevard, One Datan Center, Suite 1009, Miami, FL 33156.

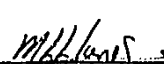
  
JEROME A. PIVNIK

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STATE OF FLORIDA     )  
                              ) SS:  
COUNTY OF DADE     )

I HEREBY CERTIFY that on this day before me, a Notary Public duly authorized in the State and County above-named to take acknowledgments, personally appeared JEROME A. PIVNIK to me known to be the person described as the Resident Agent, and who executed the foregoing Certificate and acknowledged before me that he/she executed the foregoing Certificate Designating Resident Agent.

IN WITNESS WHEREOF, I set my hand and official seal in the County and State named above, this 21 day of February, 1997.

  
NOTARY PUBLIC, State of Florida

My Commission Expires:

OFFICIAL NOTARY SEAL  
MARIE LISEITE LLANES  
NOTARY PUBLIC STATE OF FLORIDA  
COMMISSION NO. CC558727  
MY COMMISSION EXP. SEPT 26, 2000