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C T Corporation System.

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301

City

State

Zip

Phone

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-05/05/98-01110-025  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

CORPORATION(S) NAME

Pan American Airlines, Inc

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Profit Articles

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Amendment

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Limited Liability Company

Dissolution/Withdrawal

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Limited Partnership

Annual Report

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Reinstatement

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Change of R.A.

Limited Liability Partnership

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STATE OF FLORIDA  
ARTICLES OF INCORPORATION  
OF  
PAN AMERICAN AIRLINES, INC.

FIRST: THE CORPORATE NAME THAT SATISFIES THE REQUIREMENTS OF SECTION 607.0401 IS: PAN AMERICAN AIRLINES, INC..

SECOND: THE STREET ADDRESS OF THE INITIAL PRINCIPAL OFFICE AND, IF DIFFERENT, THE MAILING ADDRESS OF THE CORPORATION IS:  
STREET: 1401 S.W. 39TH STREET, FT. LAUDERDALE, FL 33315  
MAILING: C/O GUILFORD TRANSPORTATION INDUSTRIES, INC., STE. 300, 402 AMHERST ST., NASHUA, NH 03063.

THIRD: THE NUMBER OF SHARES THE CORPORATION IS AUTHORIZED TO ISSUE IS: FIFTY THOUSAND (50,000).

FOURTH: PROVISIONS GRANTING PREEMPTIVE RIGHTS ARE: None

FIFTH: PROVISIONS FOR THE REGULATION OF THE INTERNAL AFFAIRS OF THE CORPORATION ARE: NONE

SIXTH: THE STREET ADDRESS OF THE INITIAL REGISTERED OFFICE OF THE CORPORATION IS C/O C T CORPORATION SYSTEM, 1200 SOUTH PINE ISLAND ROAD, CITY OF PLANTATION, FLORIDA 33324, AND THE NAME OF ITS REGISTERED AGENT AT SUCH ADDRESS IS C T CORPORATION SYSTEM.

SEVENTH: THE NUMBER OF DIRECTORS CONSTITUTING THE INITIAL BOARD OF DIRECTORS OF THE CORPORATION IS THREE, AND THE NAMES AND ADDRESSES OF THE PERSONS WHO ARE TO SERVE AS DIRECTORS UNTIL THE FIRST ANNUAL MEETING OF SHAREHOLDERS OR UNTIL THEIR SUCCESSORS ARE ELECTED AND SHALL QUALIFY ARE:

- David A. Fink                                    67 High St., Iron Horse Park, N. Billerica, MA 01862
- Timothy Mellon                                    402 Amherst St., Ste. 300, Nashua, NH 03063
- Richard S. Kelso                                    3711 N. Abington St., Alexandria, VA 22207

EIGHTH: THE NAME AND ADDRESS OF EACH INCORPORATOR IS:

Joey Bryan

c/o C T Corporation System  
660 East Jefferson St., Tallahassee FL 32301

THE UNDERSIGNED HAS EXECUTED THESE ARTICLES OF INCORPORATION

THIS 5th DAY OF May, 1998.

  
Joey Bryan, Incorporator

ACCEPTANCE BY THE REGISTERED AGENT AS REQUIRED IN SECTION  
607.0501 (3) F.S.: C T CORPORATION SYSTEM IS FAMILIAR WITH AND  
ACCEPTS THE OBLIGATIONS PROVIDED FOR IN SECTION 607.0505.

DATED MAY 5, 1998

C T CORPORATION SYSTEM

BY   
Connie Bryan, Assistant Secretary

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TALLAHASSEE, FLORIDA