

Commonwealth of Kentucky

Department of State



Office of Secretary of State

GEORGE GLENN HATCHER, SECRETARY

FOREIGN CORPORATION CERTIFICATE

I, *GEORGE GLENN HATCHER*, Secretary of State of the Commonwealth of Kentucky, hereby certify that certified copies of Certificate of Incorporation and Amendments thereto.

of CHICAGO AND SOUTHERN AIR LINES, INC.
Name of corporation

a corporation of the State of Delaware,
Name of state with home

office at Memphis, Tennessee;
Address have or has been filed in

my office. This corporation has complied with the existing laws of the Commonwealth of Kentucky, and this certificate is evidence that same is now authorized to transact business in this State, subject to the restrictions imposed by law.

Given under my signature and seal as Secretary of State, this 8th day of

September, 19 50
George Glenn Hatcher
Secretary of State

By _____
Deputy, Corporation Department



SECRETARY OF STATE

CERTIFICATE OF INCORPORATION

of

CHICAGO AND SOUTHERN AIR LINES, INC.

FIRST. The name of the Corporation is

CHICAGO AND SOUTHERN AIR LINES, INC.

SECOND. Its principal office and place of business in the State of Delaware is located at No. 100 West Tenth Street, in the City of Wilmington, County of New Castle. The name and address of its resident agent is The Corporation Trust Company, No. 100 West Tenth Street, Wilmington, Delaware.

THIRD. The nature of the business of the corporation, or objects or purposes to be transacted, promoted or carried on by it are as follows, to wit:

To conduct, engage in, and carry on the general business of transportation by air, by land, and by water.

To conduct, engage in, and carry on all branches, forms, phases, and fields of aviation and aeronautical activity.

To own, establish, lease, buy, or otherwise acquire, sell, exchange, transfer, assign, or otherwise dispose of, maintain, operate, or otherwise manage separately or together air, land, and or water transportation lines, systems, routes and services for the transportation of persons, property, mail, express, freight, goods, merchandise and things, and for each and every object and purpose which may be attendant to the separate or combined business of air, land and or water transportation and commerce between any points, airports, terminals, ports, and over any course or courses, lane or lanes, road or roads, route or routes, airway or airways, both within and without this State, other States, the District of Columbia, the territories, possessions and colonies of the United States, and foreign countries, their political subdivisions, territories, possessions and colonies, and over, upon, and within and without the area of any waters and shores

thereof, and elsewhere, including intrastate, interstate, and international air, land and or water transportation, and commerce.

To own, design, erect, build, construct, lease, buy, or otherwise acquire, sell, charter, exchange, transfer, assign, convey or otherwise dispose of, equip, maintain, use, operate, or otherwise manage airports, aircraft landing fields, seadromes, terminals, stations, depots, docks, land and sea lighthouses, landing buoys, mooring facilities, shops, buildings, factories, hangars, garages, shipyards, wharves, warehouses, and all other structures and air and water navigation facilities, radio and all other types and kinds of communications systems, and any and all facilities, equipment and appurtenances incidental, necessary, useful, auxiliary to, or convenient for the business and operations conducted, engaged in, and carried on by the corporation.

To own, design, manufacture, construct, repair, improve, service, supply, lease, buy, or otherwise acquire, sell, exchange, transfer, assign, or otherwise dispose of, mortgage, pledge, trade, deal or traffic in, use, store, maintain, operate, or otherwise manage all types and character of aircraft, both heavier than air and lighter than air, automobiles, trucks, cars, motorcycles, ships, boats, vessels, and all other air-borne craft, vehicles, and water-borne craft, their engines, motors, propellers, accessories, parts, equipment, appliances, apparatus, materials, furnishings, boilers, tackle and apparel, radios, instruments, tools, and all kindred things and articles, and all machinery, materials and appliances entering into or suitable and convenient for the construction, equipment, maintenance, operation or management thereof.

To apply for, obtain, register, purchase or otherwise acquire, hold, own, use, develop, operate and introduce, and to sell, assign, mortgage, pledge, or otherwise turn to account or dispose of any trademarks, trade-names, concessions, inventions, improvements, formulae, processes of any nature whatsoever, copyrights, patent rights and letters patent of the United States and of foreign countries,

and to accept and grant licenses thereunder.

To purchase or otherwise acquire, and pay for in cash, stock, bonds, debentures, or obligations of the corporation or otherwise, the whole or any part of the business, good will, rights, franchises, contracts, assets and property, and to undertake or assume the whole or any part of the obligations or liabilities of any person, firm, association, or corporation (either foreign or domestic) engaged in a business of the same general character as that for which this corporation is organized.

To acquire by lease, purchase, contract, concession or otherwise, and own, develop, explore, exploit, improve, operate, lease, enjoy, control, manage or otherwise turn to account, mortgage, grant, sell, exchange, assign, transfer, convey or otherwise dispose of, in any country, state, or locality, and and all real estate, lands, options, concessions, grants, land patents, franchises, rights, privileges, easements, tenements, estates, hereditaments, interests and properties of every class, description and nature whatsoever which the corporation may deem necessary, proper or convenient in connection with the conduct of any business or businesses enumerated in these articles of incorporation.

To subscribe to or cause to be subscribed for, purchase or otherwise acquire, hold, sell, assign, transfer, mortgage, pledge, exchange, distribute or otherwise dispose of the whole or any part of the shares of the capital stock, bonds, coupons, mortgages, deeds of trust, debentures, securities, obligations, notes and other evidences of indebtedness created by any other corporation or corporations, stock company or association, now or hereafter existing, whether organized under the laws of this State or any other state, country, nation or government, and while the owner thereof to exercise all the rights, powers and privileges of ownership of every kind and description, including the right to vote thereon, with the power to designate some person for that purpose from time to time to the same extent as natural persons might or could do.

To negotiate, enter into, make, and perform any contracts or arrangements of every kind and description with any person, firm, association, corporation, municipality, county, state, body politic, or government, or colony, or dependency, or authority thereof.

To borrow or raise moneys, issue or exchange stock, bonds, and other obligations in payment for property purchased or acquired by, or for any of the purposes of, the corporation, and from time to time subject only to the limitations hereinafter provided, without limit as to amount, to draw, make, accept, endorse, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures, and other negotiable or non-negotiable instruments and evidences of indebtedness, and to secure the payment of any thereof and of the interest thereon by mortgage upon or pledge, conveyance or assignment in trust of the whole or any part of the property of the corporation whether at the time owned or thereafter acquired, and to sell, pledge, exchange, transfer, assign, or otherwise dispose of such bonds or other obligations of the corporation for its corporate purposes, provided, however, that no indebtedness of any kind that will mature more than one year after the creation thereof may be created without the approval of the stockholders holding sixty-six and two-thirds (66-2/3%) percent of the number of shares of convertible preference stock of this corporation then outstanding given at a stockholders' meeting duly called for said purpose.

To manufacture, purchase or otherwise acquire, own, hold, maintain, use, mortgage, pledge, sell, exchange, assign, transfer, convey or otherwise dispose of, invest, trade, deal in and deal with goods, wares, and merchandise and personal property of every class and description.

To purchase, hold, sell and transfer shares of its own capital stock; provided it shall not use its funds or property for the purchase of its own shares of capital stock when such use would cause any impairment of its capital except as otherwise permitted by law, and provided further that shares of its own capital stock belonging to it

shall not be voted upon directly or indirectly, and provided further that shares of its own convertible preference stock acquired by call or purchase shall not be reissued.

To have one or more offices, to carry on all or any of its operations and business without restriction or limit as to amount, to purchase or otherwise acquire, hold, own, mortgage, sell, convey, or otherwise dispose of real and personal property of every class and description, both within and without this State, other States, Districts, Territories, Possessions or Colonies of the United States, and in any and all foreign countries, subject to the laws of such State, District, Territory, Possession, Colony or Country.

In general to carry on any other business whatsoever which the Corporation may deem proper or convenient in connection with the foregoing purposes or otherwise, or which may be calculated directly or indirectly, to promote the interests of the corporation or enhance the value of its property, to conduct its business in any and all of its branches in this State, in other States, the District of Columbia, the Territories and Colonies of the United States, and in foreign countries, and to have and to exercise all the powers conferred by the laws of the State of Delaware upon Corporations formed under the act hereinafter referred to, and to do any or all of the things hereinbefore set forth to the same extent as natural persons might or could do.

The objects and purposes specified in the foregoing clauses shall, except where otherwise expressed, be in no wise limited or restricted by reference to, or inference from, the terms of any other clause in this Certificate of Incorporation, but the objects and purposes specified in each of the foregoing clauses of this article shall be regarded as independent objects and purposes.

FOURTH. The total number of shares of stock which the corporation shall have authority to issue is three hundred fifty thousand (350,000) of which stock fifty thousand (50,000) shares of the par value of Ten Dollars (\$10.00) each, amounting in the aggregate to Five Hundred Thousand Dollars (\$500,000), shall be convertible preference

stock and of which three hundred thousand (300,000) shares without par value shall be Common Stock.

A description of said classes of stock and a statement of the relative rights of the holders of stock of such classes and the designations, preferences and voting or other special rights and qualifications, limitations or restrictions thereof of the stock of such classes are as follows:

1. The holders of shares of the convertible preference stock shall be entitled to receive out of the net profits or earned surplus of the corporation derived from the operation of its business, but only as and when declared by the board of directors, dividends at the rate of seven per cent (7%) per annum on the par value thereof, and no more, payable quarterly on the first day of January, April, July and October in each year. Such dividends on the convertible preference stock shall be cumulative beginning with the quarterly dividend period ending October 1, 1937. When and only when the board of directors shall have declared and paid or set apart for payment a dividend at the rate aforesaid on the shares of convertible preference stock for the dividend period then current and all cumulative dividends, if any, on the convertible preference stock for all prior dividend periods shall have been declared and paid, the board of directors may declare dividends upon the shares of common stock outstanding payable during the then current dividend period of the convertible preference stock out of the remaining net profits or earned surplus of the corporation derived from the operation of its business.

2. Upon the voluntary dissolution, liquidation or winding up of the corporation the holder of each share of convertible preference stock shall be entitled to receive and shall be paid an amount not to exceed twelve dollars fifty cents (\$12.50) per share, plus an amount equal to all accrued and unpaid cumulative dividends on such share; and in case of the involuntary liquidation, dissolution or winding up of the corporation the holder of each share of convertible preference stock shall be entitled to receive and shall be paid an amount not to exceed the par value of such share, plus an amount equal to accrued and unpaid cumulative dividends on such share, in each case before any sum shall be paid to or distributed among the holders of the shares of common stock, and after the payment to the holder of each share of convertible preference stock of the sum payable to such holder, as above provided, any and all assets of the corporation then remaining shall be available for distribution pro rata among the holders of shares of common stock, according to the number of shares held by each of them respectively.

3. All or any part of the shares of convertible preference stock shall be subject to redemption at the option of the board of directors of the corporation on any dividend payment date upon thirty (30) days' notice mailed to the holders of the shares of convertible preference stock so to be redeemed at their respective addresses appearing on the stock books of the corporation and upon payment of twelve dollars fifty cents (\$12.50) for each share so redeemed plus an

amount equal to all accrued and unpaid cumulative dividends thereon. If it is intended at any time to redeem less than all of the shares of convertible preference stock then outstanding, shares shall be selected for redemption by lot, in such manner as shall be from time to time determined by the board of directors. Shares of convertible preference stock from time to time redeemed shall be forthwith cancelled and shall not be reissued.

4. The holder of each share of convertible preference stock shall have the right at any time on or before the date, if any, fixed for redemption of such share to surrender the certificate evidencing such share and to receive in lieu and in conversion thereof, a certificate evidencing such number of shares of common stock as shall then equal one-one hundred fifty thousandth ($1/150,000$ th) part of the then authorized number of shares of common stock of the corporation; provided however, that if at any time the quotient of a sum equal to five hundred thousand five hundred dollars (\$500,500) plus the total consideration in cash or sound value received by the corporation for the issuance of shares of common stock in excess of one hundred thousand one hundred (100,100) shares, (excluding shares which may be issued upon conversion of the convertible preference stock or which may be issued upon the exercise of the options provided for in subparagraph 10 of this Article Fourth) divided by the total number of shares of common stock at the time outstanding (excluding shares of common stock which may be issued upon the conversion of the convertible preference stock or upon the exercise of the options provided for in subparagraph 10 of this Article Fourth), is less than four dollars eighty cents (\$4.80) but greater than four dollars twenty cents (\$4.20), the holder of each share of convertible preference stock shall be entitled upon conversion thereof to receive an additional one-fourth ($1/4$ th) share of common stock; and when such quotient is four dollars twenty cents (\$4.20) or less, but greater than three dollars eighty cents (\$3.80), the holder of each share of convertible preference stock shall be entitled upon conversion thereof to receive an additional one-half ($1/2$) share of common stock; and when such quotient is three dollars eighty cents (\$3.80) or less, but greater than three dollars forty-eight cents (\$3.48) the holder of each share of convertible preference stock shall be entitled to receive upon conversion thereof an additional three-fourth ($3/4$ th) share of common stock. No common stock of the corporation in excess of one hundred thousand one hundred (100,100) shares (excluding shares of common stock which may be issued upon the conversion of the convertible preference stock or upon the exercise of the options provided for in subparagraph 10 of this Article Fourth), shall be issued when such quotient is three dollars forty-eight cents (\$3.48) or less or if the issuance thereof would have the effect of reducing such quotient to three dollars forty-eight cents (\$3.48) or less, without the consent and authorization of the holders of a majority of the shares of convertible preference stock at the time outstanding given at a meeting of stockholders of the corporation duly called and held to consider the same after ten (10) days' written notice of such meeting and the purpose thereof given to the holders of the convertible preference stock. The conversion of any share of convertible preference stock shall not affect the right of the holder of such share to receive all dividends then accrued and unpaid on such share. Shares of convertible preference stock so converted shall not be reissued.

5. The holders of the convertible preference stock and the common stock shall be entitled to one (1) vote for each share of either or both such classes held by each of them respectively; provided, however, that if any one or both of the following events (hereinafter called "events of default") shall happen and shall be continuing, that is to say -

(a) If the cumulative dividends on the convertible preference stock for any four (4) quarterly dividend periods, (whether consecutive or not) shall be unpaid; or

(b) If at any time after the initial issuance and sale by the corporation of an aggregate of thirty-five thousand (35,000) shares of convertible preference stock (but without regard to the number of shares of convertible preference stock at the time actually outstanding), the net current assets of the corporation, as hereinafter defined, shall be less than thirty-five thousand dollars (\$35,000) or a sum equal to ten per cent (10%) of the aggregate par value of the shares of convertible preference stock then outstanding (whichever sum is the greater), and such deficiency of net current assets shall continue for a period of sixty (60) days;

then and so long, but only so long, as such default shall continue the right of the holders of common stock to receive notice of and to vote at any meeting of stockholders of the corporation shall cease and determine, and the holders of the convertible preference stock shall possess voting power to the exclusion of the holders of the common stock, including the exclusive right to vote for the removal of and to remove from office all or any of the directors of the corporation, and to elect new directors to fill any vacancy caused by any such removal or otherwise occurring. Upon the happening of any such event of default it shall be the duty of the board of directors of the corporation forthwith to call a meeting of the holders of the convertible preference stock for the purpose of voting for or against the removal from office of all or any of the directors of the corporation and for the purpose of electing directors to fill any vacancies caused by such removal. In case of the occurrence of an event of default on account of the failure to maintain net current assets, as hereinafter defined, in the amount above specified, but only in such case, the holders of the convertible preference stock shall be entitled, to the exclusion of the holders of the common stock, to vote for or consent to the dissolution of the corporation or the sale, lease or exchange of all or any part of its property and assets, including any contract or contracts for the transporting of the United States mails and other contracts, and good will and its corporate franchises, and to effect the dissolution of the corporation or the sale, lease or exchange of all or any part of the assets of the corporation, as aforesaid, without the necessity for any vote by or consent of the holders of the shares of the common stock.

For the purpose of this subparagraph 5 the term "net current assets" shall be deemed to mean and include the excess of the current assets of the corporation over the current liabilities of the corporation. The current assets and the current liabilities of the corporation shall be determined as herein provided and in accordance with sound

all debt obligations of the corporation at the time outstanding maturing more than one (1) year from the date of creation thereof;

(3) The maximum amount of all sinking fund requirements on outstanding debt obligations of the corporation for one (1) year from the date of ascertainment of current liabilities (but excluding any sinking fund requirements on the convertible preference stock);

(4) The amount of all declared and unpaid dividends on any and all stock of the corporation;

(5) A proper reserve for federal and other taxes;

(6) All other interest due or accrued; and

(7) Such other items as are generally regarded in accordance with accepted accounting practice as current liabilities in the case of corporations conducting a business similar to that conducted by the corporation.

6. On or before the first day of September, 1938, and on or before the first day of September in each and every year thereafter (said dates being hereinafter sometimes called the "reservation dates") as long as any shares of convertible preference stock shall remain outstanding the corporation shall set aside in a special fund (to be designated a "sinking fund") for the retirement of shares of convertible preference stock a sum in cash equal to not less than twenty percent (20%) of the net earnings of the corporation, as hereinafter defined, for the fiscal year then last expired, after deducting from the whole of such net earnings the amount of dividends paid on the convertible preference stock during such fiscal year.

For the purpose of this subparagraph 6 the net earnings of the corporation shall be deemed to be the amount remaining after deducting, on an accrual basis in accordance with sound and accepted accounting practice, from the gross revenues of the corporation from all sources (except from any sale or exchange of capital assets), for any specified period, all operating, administrative and general expenses incurred in the usual and ordinary conduct of the business of the corporation, including wages and salaries, maintenance, repairs and renewals, rents and royalties and all interest and taxes including federal income taxes, any amount credited to the maintenance of any reserve to defray the cost, to the extent not available from insurance moneys, of repairing or replacing aircraft and equipment owned by the corporation and damaged or destroyed, and depreciation charges as follows: depreciation of new aircraft shall be on a straight line basis, the investment therein amortized completely in not more than four years; depreciation of new propellers shall be on a straight line basis, with the investment therein amortized completely at not more than 2,800 hours of use; depreciation of new engines shall be on a straight line basis, the investment amortized completely at not more than 3,000 hours of use; depreciation of new aircraft radios shall be on a straight line basis, the investment therein amortized completely at not more than four years; depreciation of new ground radios shall be on a straight line basis, the investment therein amortized completely at not more than six years, and depreciation on all other items shall be at annual rates customary in the indus-

and accepted accounting practice. For the purposes hereof, current assets shall include, among other things, the following:

(1) Cash on hand and in bank (not including any cash held or required to be held for application to any particular use or purpose under any agreement made by the corporation nor any cash belonging to the cash reserve hereinafter mentioned or set apart or at the time required to be set apart for the purposes of the sinking fund hereinafter mentioned); provided, however, that from and after July 1, 1937, no sums charged for depreciation or credited to any reserve for depreciation shall be included in current assets, and from and after said date all sums charged to or reserved for depreciation shall be set aside in a special cash account and shall be used from time to time only as shall be unanimously determined by the board of directors;

(2) Accounts receivable, bills and notes receivable due within twelve (12) months from the date of ascertainment of current assets (excluding those receivable from officers and employees, but including notes under discount, the liability, contingent or otherwise, on which is included in current liabilities, as hereinafter defined) and accrued interest; provided that from accounts, bills and notes receivable and other accrued and receivable items, there shall be deducted an adequate reserve for all bad and doubtful items and provided further that no prepaid items shall be included in current assets except to the extent that such items are readily collectible;

(3) Materials and supplies, all of which shall be valued at a rate not in excess of current price or cost (whichever is lower); provided that obsolete materials shall be valued as scrap;

(4) Unpledged bonds and certificates of indebtedness constituting direct obligations of the United States of America, general obligations of any state, readily marketable securities listed on the New York Stock Exchange and paying regular interest or dividends, all of which shall be valued at cost or the market value thereof (whichever is lower), but excluding any shares of stock or obligations issued by the corporation and further excluding any securities belonging to the said cash reserve; and

(5) Such other items as are generally regarded in accordance with accepted accounting practice as current assets in the case of corporations conducting a business similar to that conducted by the corporation.

For the purposes hereof, current liabilities shall include among other things, the following:

(1) All indebtedness of the corporation, including contingent indebtedness and liabilities incurred by the management, secured or unsecured, maturing within one (1) year from the date of ascertainment of current liabilities and all interest thereon for such year;

(2) Interest for one (1) year from the date of ascertainment of current liabilities on the amount of

try. The amounts so set aside in the sinking fund shall be applied by the corporation during a period of seventy-five (75) days after the respective reservation dates to the purchase in the open market of outstanding shares of convertible preference stock at a price not exceeding twelve dollars fifty cents (\$12.50) per share plus accrued and unpaid cumulative dividends. Any moneys in the sinking fund not so applied within said period of seventy-five (75) days to the purchase of shares of convertible preference stock shall be applied by the corporation to the redemption on the next succeeding dividend payment date of shares of convertible preference stock sufficient to exhaust as nearly as may be such cash. Shares of convertible preference stock purchased or redeemed through the operation of the sinking fund shall be forthwith cancelled and shall not be reissued.

7. Unless authorized by the affirmative vote of the holders of sixty-six and two-thirds per cent ($66\frac{2}{3}$) in number of the shares of convertible preference stock at the time outstanding, given at a meeting of the stockholders of the corporation duly called, convened and held to consider the same after ten (10) days' written notice of such meeting to the holders of the convertible preference stock:

(a) No other class of stock having priority over or being on a parity with the convertible preference stock in respect of dividend payments or liquidation price shall be authorized or issued by the corporation;

(b) No bonds, notes or other evidences of indebtedness maturing more than one (1) year from the date of their issue shall be issued by the corporation; and

(c) No amendment of the certificate of incorporation of the corporation changing or decreasing the voting rights of the holders of the convertible preference stock or the amounts to which they are entitled by way of dividends or in liquidation or upon redemption, or increasing the voting rights of the holders of the common stock shall be adopted or made effective.

8. The corporation shall at all times maintain a reserve, to be known as a "crash reserve" to defray the cost, in excess of available insurance moneys, of repairing or replacing aircraft and equipment damaged or destroyed. Such crash reserve shall be in an amount at least equal to twenty-five per cent (25%) of the cost less depreciation of the aircraft owned by the corporation fully equipped with engines, propellers and radios and in no event less than fifty thousand dollars (\$50,000). Such crash reserve shall be carried in cash and or in marketable securities at market values, and so long as any of the convertible preference stock shall remain outstanding no dividends shall be declared or paid on the common stock or any other class of stock junior to the convertible preference stock when the crash reserve is less than the amount above specified or when the net current assets of the corporation are less than the amount specified in subparagraph 5 of this Article Fourth, or when such payment would have the effect of reducing the crash reserve or the net current assets below the said respective specified amounts.

9. No dividends on any share or shares of stock of the corporation of any class shall be paid at any time, except out of the net profits or earned surplus of the corporation arising out of the operation of its business.

10. This corporation may from time to time issue its shares of common stock without nominal or par value for such consideration as may be fixed from time to time by the board of directors, and may receive in payment thereof, in whole or in part, cash, labor done, personal property or real property or leases thereof. In the absence of actual fraud in the transaction, the judgment of the board of directors, as to the value of such labor, property, real estate or leases thereof, shall be conclusive. Any and all shares so issued for which the consideration so fixed shall have been paid or delivered shall be deemed full paid stock and shall not be liable to any further call or assessments thereon, and the holders of such shares shall not be liable for any further payment in respect thereof.

The corporation shall have power to create and issue, at any time or from time to time within one (1) year after the date of execution of this certificate of incorporation, rights or options entitling the holders thereof to purchase from the corporation not more than 53,000 shares of its common stock, of which (a) 3,000 shares may be issued at a price of five dollars (\$5) per share within a period of one year from and after the date of its formation, and (b) 50,000 shares may be issued at a price of six dollars (\$6) per share if purchased within three years from and after the date when an aggregate of 35,000 shares of the convertible preference stock of the corporation shall have been issued and sold, or at a price of seven dollars (\$7) per share if purchased during the next succeeding three (3) year period, or at a price of eight dollars (\$8) per share if purchased during the next succeeding four year period; all such rights or options to be evidenced by or in such instrument or instruments as may be approved by the board of directors.

FIFTH. The amount of capital with which this corporation will commence business is one thousand dollars (\$1,000.).

SIXTH: The names and places of residence of the incorporators are as follows:

NAMES	RESIDENCES
L. H. Herman	Wilmington, Delaware
Walter Lenz	Wilmington, Delaware
W. T. Hobson	Wilmington, Delaware

SEVENTH: The Corporation is to have perpetual existence.

EIGHTH: The private property of the stockholders shall not be subject to the payment of corporate debts to any extent whatever.

NINTH: The number of directors of the corporation shall

be five. In case of any vacancy in the board of directors, the remaining directors, by affirmative vote of a majority thereof, may elect a successor to hold office only until his successor shall be duly elected by the stockholders either at a special or regular meeting. In furtherance, and not in limitation of the powers conferred by law, the board of directors is expressly authorized:

To make, alter, amend or repeal the by-laws of the corporation.

To authorize and cause to be executed mortgages and liens upon the real and personal property of the corporation.

From time to time to fix, determine and vary the sum to be reserved over and above its capital stock paid in and the reserves elsewhere in these articles provided for before paying dividends; to fix, determine and vary the amount of working capital of the corporation; to direct and determine the use and disposition of the working capital and of any surplus or net profits over and above the capital stock paid in and the reserves elsewhere in these articles provided for; and unless otherwise provided in these articles or in the by-laws to determine the amount of any dividend.

The corporation may in its by-laws confer powers upon its board of directors in addition to the foregoing and in addition to the powers and authorities expressly conferred.

TENTH. Whenever a compromise or arrangement is proposed between this corporation and its creditors or any class of them and or between this corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of this corporation or of any creditor or stockholder thereof, or on the application of any receiver or receivers appointed for this corporation under the provisions of Section 3883 of the Revised Code of 1915 of said State, or on the application of trustees in dissolution or of any receiver or receivers appointed for this corporation under the provisions of Section 43 of the General Corporation Law of the State of Delaware, order a meeting of the creditors

or class of creditors, and or of the stockholders or class of stockholders of this corporation, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, and or of the stockholders or class of stockholders of this corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of this corporation as consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the Court to which the said application has been made, be binding on all the creditors or class of creditors, and or on all the stockholders or class of stockholders, of this corporation, as the case may be, and also on this corporation.

ELEVENTH. Both stockholders and directors shall have power, if the by-laws so provide, to hold their meetings and to have one or more offices within or without the State of Delaware, and to keep the books of this corporation (subject to the provisions of the statutes), outside of the State of Delaware at such places as may be from time to time designated by the board of directors.

TWELFTH. Except as is herein otherwise expressly provided the corporation reserves the right to amend, alter, change or repeal any provision contained in this certificate of incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

WE, THE UNDERSIGNED, being each of the incorporators hereinbefore named for the purpose of forming a corporation to do business both within and without the State of Delaware, and in pursuance of the General Corporation Law of the State of Delaware, being Chapter 65 of the Revised Code of Delaware, and the acts amendatory thereof and supplemental thereto, do make this certificate, hereby declaring and certifying that the facts herein stated are true, and accordingly have herewith set out hands and seals this 30th day of December A. D. 1935.

in presence of

Harold E. Grantland

L. H. Herman
Walter Lenz
W. T. Hobson

(SEAL)
(SEAL)
(SEAL)

STATE OF DELAWARE)
COUNTY OF NEW CASTLE) ss.

BE IT REMEMBERED, that on this 30th day of Dec. A. D. 1935,
personally came before me, Harold E. Grantland, a Notary Public for
the State of Delaware, L. H. Herman, Walter Lenz and W. T. Hobson,
all of the parties to the foregoing certificate of incorporation,
known to me personally to be such, and severally acknowledged the
said certificate to be the act and deed of the signors respectively
and that the facts therein stated are truly set forth.

GIVEN under my hand and seal of office and day and year
aforesaid.

Harold E. Grantland
Notary Public
Appointed Jan. 11, 1935
State of Delaware
Term Two Years

Harold E. Grantland
Notary Public

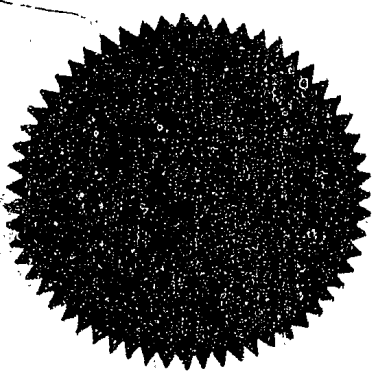
State of Delaware



Office of Secretary of State

I, Harris B. McDowell, Jr., Secretary of State of the State of Delaware, do hereby certify that the above and foregoing is a true and correct copy of Certificate of Incorporation of the "CHICAGO AND SOUTHERN AIR LINES, INC.", as received and filed in this office the thirtieth day of December, A.D. 1935, at 3 o'clock P.M.

In Testimony Whereof, I have hereunto set my hand and official seal, at Dover, this sixth day of September in the year of our Lord one thousand nine hundred and fifty.


Harris B. McDowell, Jr.
Secretary of State.

Heidi A. Hester
Asst. Secretary of State

CERTIFICATE OF AMENDMENT OF
CERTIFICATE OF INCORPORATION
OF
CHICAGO AND SOUTHERN AIR LINES, INC.

The undersigned A. CULBERT and D. D. WALKER, do hereby certify that they are, respectively, and have been at all times hereinafter mentioned, the duly elected and acting Vice-President and Secretary of CHICAGO AND SOUTHERN AIR LINES, INC., a Delaware corporation, and they further certify that:

I.

At a meeting of the Board of Directors of said corporation held on the 4th day of March, 1941, at the hour of 10:30 o'clock A.M., of said day, at the office of said corporation at Lambert-St. Louis Municipal Airport, Town of Robertson, County of St. Louis, State of Missouri, at which meeting there were at all times present and acting three of the directors of said corporation, which number of directors constitutes a quorum and a majority of the members of said Board of Directors, the full number of which, as fixed by the Certificate of Incorporation, is five members, the following resolution was adopted:

"RESOLVED: That Article Fourth, Subsection 1, of the Certificate of Incorporation of Chicago and Southern Air Lines, Inc., be, and the same hereby is, amended to read as follows:

"1. The holders of shares of the convertible preference stock shall be entitled to receive, but only as and when declared by the board of directors, dividends at the rate of seven per cent (7%) per annum on the par value thereof, and no more, payable quarterly on the first day of January, April, July and October in each year. Such dividends on the convertible preference stock shall be cumulative beginning with the quarterly dividend period ending October 1, 1937. When and only when the board of directors shall have declared and paid or set apart for payment a dividend at the rate aforesaid on the shares of convertible preference stock for the dividend period then current and all cumulative dividends, if any, on the convertible preference stock for all prior dividend periods shall have been declared and paid, the board of directors may declare dividends

upon the shares of common stock outstanding payable during the then current dividend period of the convertible preference stock out of net profits or earned surplus of the corporation derived from the operation of its business.

"FURTHER RESOLVED: That Article Fourth, Subsection 9, of the Certificate of Incorporation of Chicago and Southern Air Lines, Inc., be, and the same hereby is, amended to read as follows:

"9. No dividends on any share or shares of the common stock of the corporation shall be paid at any time except out of the net profits or earned surplus of the corporation arising out of the operation of its business."

II.

All of the directors present and acting at said meeting, to-wit: three directors, voted in favor of said resolution, constituting the vote of a majority of the votes of all of the directors of said corporation in favor of said resolution.

III.

At a special meeting of the stockholders of said corporation, duly held on the 26th day of March, 1941, at the hour of 2:00 o'clock P.M. of said day, at the office of said corporation at Lambert-St. Louis Municipal Airport, Town of Robertson, County of St. Louis, State of Missouri, at which meeting there were at all times present and acting persons holding and representing in excess of fifty percent (50%) of the number of issued and outstanding shares of the convertible preference stock of said corporation (namely: 25,561 shares out of 32,773 shares), and in excess of fifty percent (50%) of the number of the issued and outstanding shares of the common stock of said corporation (namely: 145,009 shares out of 167,730 shares), and in all representing the majority of the voting power of said corporation namely: 169,510 shares out of a total of 200,503 issued and outstanding shares, all of which were entitled to vote on amendments to the said Certificate of Incorporation, the following resolution was adopted:

"RESOLVED: That Article Fourth, Subsection 1, of the Certificate of Incorporation of Chicago and Southern Air Lines, Inc., be, and the same hereby is, amended to read as follows:

"1. The holders of shares of the convertible preference stock shall be entitled to receive, but only as and when declared by the board of directors, dividends at the rate of seven per cent (7%) per

annum on the par value thereof, and no more, payable quarterly on the first day of January, April, July and October in each year. Such dividends on the convertible preference stock shall be cumulative beginning with the quarterly dividend period ending October 1, 1937. When and only when the board of directors shall have declared and paid or set apart for payment a dividend at the rate aforesaid on the shares of convertible preference stock for the dividend period then current and all cumulative dividends, if any, on the convertible preference stock for all prior dividend periods shall have been declared and paid, the board of directors may declare dividends upon the shares of common stock outstanding payable during the then current dividend period of the convertible preference stock out of net profits or earned surplus of the corporation derived from the operation of its business.

"FURTHER RESOLVED: That Article Fourth, Subsection 9 of the Certificate of Incorporation of Chicago and Southern Air Lines, Inc., be, and the same hereby is, amended to read as follows:

"9. No dividends on any share or shares of the common stock of the corporation shall be paid at any time except out of the net profits or earned surplus of the corporation arising out of the operation of its business."

IV.

The total number of outstanding shares of the corporation, the holders of which were entitled to vote on amendments to the Certificate of Incorporation, was 200,503 shares.

V.

The matters in this Certificate of Amendment, in reference to the resolution of the Board of Directors and the stockholders, respectively, appear of record in the minutes of the meeting of the Board of Directors of said corporation held on the 4th day of March, 1941, and in the minutes of the special meeting of the stockholders, held on the 26th day of March, 1941, respectively, and are recorded and preserved in the minute book of said corporation.

VI.

The aforesaid amendments to Article Fourth were adopted pursuant to and in accordance with the provisions of Section 26 of the Statutes of the State of Delaware having to do with and governing amendments to Certificates of Incorporation.

IN WITNESS WHEREOF, the undersigned have executed this Certificate of Amendment and have caused the seal of said corporation to be hereunto affixed this 26th day of March, 1941.

CHICAGO AND SOUTHERN
AIR LINES, INC.
CORPORATE SEAL
DELAWARE
1935

/s/ A. Culbert
Vice-President

~~(3333)~~

/s/ D. D. Walker
Secretary

CHICAGO AND SOUTHERN AIR LINES, INC.

STATE OF MISSOURI)
COUNTY OF ST. LOUIS) SS.

On this 26th day of March, 1941, before me, the subscriber, a Notary Public, duly appointed to take the proof and acknowledgment of deeds and other instruments, came A. Culbert, Vice-President, and D. D. Walker, Secretary, of CHICAGO AND SOUTHERN AIR LINES, INC., to me personally known to be the individuals described in and who executed the preceding Certificate; and they each duly acknowledged the execution of the same; and being by me each sworn, severally and each for himself deponeth and saith: that they are the said officers of CHICAGO AND SOUTHERN AIR LINES, INC., aforesaid, and that the seal affixed to the preceding Certificate is the corporate seal of said Company; and that said corporate seal and their signatures as such officers were duly affixed and subscribed to the said Certificate by the authority and direction of said corporation.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal, at the Town of Robertson, the day and date first above written.

/s/ Edith E. Boyse
Edith E. Boyse, Notary Public

~~(3333)~~

EDITH E. BOYSE
NOTARY PUBLIC
ST. LOUIS COUNTY, MO.

My commission expires March 26, 1941.

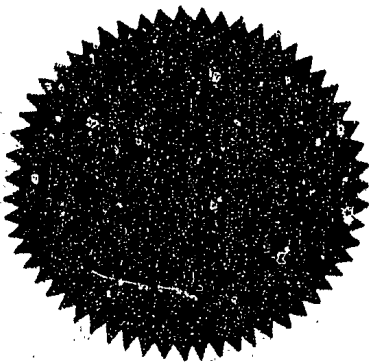
State of Delaware



Office of Secretary of State

I, *Harris B. McDowell, Jr.*, Secretary of State of the State of Delaware, do hereby certify that the above and foregoing is a true and correct copy of Certificate of Amendment of the "CHICAGO AND SOUTHERN AIR LINES, INC.", as received and filed in this office the twenty-seventh day of May, A.D. 1941, at 2 o'clock P.M.

In Testimony Whereof, I have hereunto set my hand and official seal at Dover, this sixth day of September in the year of our Lord one thousand nine hundred and fifty.



Harris B. McDowell, Jr.
Secretary of State

Herbert H. Fisher
Asst. Secretary of State

CERTIFICATE OF AMENDMENT OF CERTIFICATE OF INCORPORATION OF
CHICAGO AND SOUTHERN AIR LINES, INC.

The undersigned, D. D. WALKER and A. CULBERT, do hereby certify that they are, respectively, and have been at all times herein mentioned, the duly elected and acting Vice-President and Secretary of CHICAGO AND SOUTHERN AIR LINES, INC., a Delaware corporation; and they further certify that:

I.

At a special meeting of the Board of Directors of said corporation held on the 2nd day of January, 1936, at the hour of 3:30 o'clock P.M. of said day at the office of CHICAGO AND SOUTHERN AIR LINES, INC., Lambert-St. Louis Municipal Airport, Town of Robertson, County of St. Louis, State of Missouri, at which meeting there were at all times present and acting three of the directors of said corporation, which number of directors constitute a quorum and a majority of said Board of Directors, the full number of which, as fixed by the Articles of Incorporation, is five members, the following resolution was adopted:

"RESOLVED: that Article Fourth subsections 3 and 4 of the Certificate of Incorporation of Chicago and Southern Air Lines, Inc., be and the same hereby are amended to read as follows:

3. All, but not less than all, of the shares of Convertible Preference Stock shall be subject to redemption at the option of the Board of Directors of the corporation at any time prior to September 1, 1936, upon ten (10) days' notice mailed to the holders of the shares of Convertible Preference Stock so to be redeemed, at their respective addresses appearing upon the stock books of the corporation, and upon payment of ten dollars (\$10) for each share so redeemed. All or any part of the shares of Convertible Preference Stock shall be subject to redemption at the option of the Board of Directors of the corporation on any dividend payment date after July 1, 1936, upon thirty (30) days' notice mailed to the holders of shares of Convertible Preference Stock so to be redeemed, at their respective addresses appearing upon the stock books of

the corporation, and upon payment of twelve dollars and fifty cents (\$12.50) for each share so redeemed, plus an amount equal to all accrued and unpaid cumulative dividends thereon. If it is intended at any time when the shares of Convertible Preference Stock are redeemable in part to redeem less than all of the shares of Convertible Preference Stock then outstanding, shares shall be selected for redemption by lot, in such manner as shall from time to time be determined by the Board of Directors. Shares of Convertible Preference Stock from time to time redeemed shall be forthwith cancelled and shall not be reissued.

4. The holder of each share of Convertible Preference Stock shall have the right at any time after September 2, 1936 and on or before any date thereafter, if any, fixed for redemption of such share to surrender the certificate evidencing such share and to receive in lieu and in conversion thereof, a certificate evidencing such number of shares of common stock as shall then equal one-one hundred fifty thousandth ($1/150,000$ th) part of the then authorized number of shares of common stock of the corporation; provided however, that if at any time the quotient of a sum equal to five hundred thousand five hundred dollars (\$500,500) plus the total consideration in cash or sound value received by the corporation for the issuance of shares of common stock in excess of one hundred thousand one hundred (100,100) shares, (excluding shares which may be issued upon conversion of the convertible preference stock or which may be issued upon the exercise of the options provided for in subparagraph 10 of this Article Fourth) divided by the total number of shares of common stock at the time outstanding (excluding shares of common stock which may be issued upon the conversion of the convertible preference stock or upon the exercise of the options provided for in subparagraph 10 of this Article Fourth), is less than four dollars eighty cents (\$4.80) but greater than four dollars twenty cents (\$4.20), the holder of each share of convertible preference stock shall be entitled upon conversion thereof to receive an additional one-fourth ($1/4$ th) share of common stock; and when such quotient is four dollars twenty cents (\$4.20) or less, but greater than three dollars eighty cents (\$3.80) the holder of each share of convertible preference stock shall be entitled upon conversion thereof to receive an additional one-half ($1/2$) share of common stock; and when such quotient is three dollars eighty cents (\$3.80) or less, but greater than three dollars forty-eight cents (\$3.48) the holder of each share of convertible preference stock shall be entitled to receive upon conversion thereof an additional three fourth ($3/4$ th) share of common stock. No common stock of the corporation in excess of one hundred thousand one hundred (100,100) shares (excluding shares of common stock which may be issued upon the conversion of the convertible preference stock or upon the exercise of the options provided for in subparagraph

10 of this Article Fourth), shall be issued when such quotient is three dollars forty-eight cents (\$3.48) or less or if the issuance thereof would have the effect of reducing such quotient to three dollars forty-eight cents (\$3.48) or less, without the consent and authorization of the holders of a majority of the shares of convertible preference stock at the time outstanding given at a meeting of stockholders of the corporation duly called and held to consider the same after ten (10) days' written notice of such meeting and the purpose thereof given to the holders of the convertible preference stock. The conversion of any share of convertible preference stock shall not affect the right of the holder of such share to receive all dividends then accrued and unpaid on such share. Shares of convertible preference stock so converted shall not be reissued.

II.

All the directors present and acting at said meeting, to wit, three directors, voted in favor of said resolution constituting the vote of a majority of the directors of said corporation in favor of said resolution:

III.

At a special meeting of the stockholders of said corporation duly held on the 2nd day of January, 1936, at the hour of 5:00 o'clock P.M. of said day at the office of CHICAGO AND SOUTHERN AIR LINES, INC., Lambert-St. Louis Municipal Airport, Town of Robertson, County of St. Louis, State of Missouri, at which meeting there were at all times present and acting persons holding and representing the majority of the voting power of said corporation, namely, 85,100 shares out of a total of 85,100 outstanding shares entitled to vote on amendments to the Articles of Incorporation; the following resolution was adopted:

"RESOLVED: that Article Fourth subsections 3 and 4 of the Certificate of Incorporation of Chicago and Southern Air Lines, Inc., be and the same hereby are amended to read as follows:

3. All, but not less than all, of the shares of Convertible Preference Stock shall be subject to redemption at the option of the Board of Directors of the corporation at any time prior to September 1, 1936, upon ten(10) days' notice mailed to the holders of the shares of Convertible Preference Stock so to be redeemed, at their respective addresses appearing upon the stock books of the corporation, and upon payment

of ten dollars (\$10) for each share so redeemed. All or any part of the shares of Convertible Preference Stock shall be subject to redemption at the option of the Board of Directors of the corporation on any dividend payment date after July 1, 1936, upon thirty (30) days' notice mailed to the holders of shares of Convertible Preference Stock so to be redeemed, at their respective addresses appearing upon the stock books of the corporation, and upon payment of twelve dollars and fifty cents (\$12.50) for each share so redeemed, plus an amount equal to all accrued and unpaid cumulative dividends thereon. If it is intended at any time when the shares of Convertible Preference Stock are redeemable in part to redeem less than all of the shares of Convertible Preference Stock then outstanding, shares shall be selected for redemption by lot, in such manner as shall from time to time be determined by the Board of Directors. Shares of Convertible Preference Stock from time to time redeemed shall be forthwith cancelled and shall not be reissued.

4. The holder of each share of Convertible Preference Stock shall have the right at any time after September 2, 1936 and on or before any date thereafter, if any, fixed for redemption of such share to surrender the certificate evidencing such share and to receive in lieu and in conversion thereof, a certificate evidencing such number of shares of common stock as shall then equal one-one hundred fifty thousandth ($1/150,000$ th) part of the then authorized number of shares of common stock of the corporation, provided however, that if at any time the quotient of a sum equal to five hundred thousand five hundred dollars (\$500,500) plus the total consideration in cash or sound value received by the corporation for the issuance of shares of common stock in excess of one hundred thousand one hundred (100,100) shares, (excluding shares which may be issued upon conversion of the convertible preference stock or which may be issued upon the exercise of the options provided for in subparagraph 10 of this Article Fourth) divided by the total number of shares of common stock at the time outstanding (excluding shares of common stock which may be issued upon the conversion of the convertible preference stock or upon the exercise of the options provided for in subparagraph 10 of this Article Fourth), is less than four dollars eighty cents (\$4.80) but greater than four dollars twenty cents (\$4.20), the holder of each share of convertible preference stock shall be entitled upon conversion thereof to receive an additional one-fourth ($1/4$ th) share of common stock; and when such quotient is four dollars twenty cents (\$4.20) or less, but greater than three dollars eighty cents (\$3.80), the holder of each share of convertible preference stock shall be entitled upon conversion thereof to receive an additional one-half ($1/2$) share of common stock; and when such quotient is three dollars eighty cents (\$3.80) or less, but greater than three dollars forty-eight cents (\$3.48) the holder of each share of convertible preference stock shall be entitled to receive upon conversion thereof an additional three-fourth ($3/4$ th) share of common stock. No common

stock of the corporation in excess of one hundred thousand one hundred (100,100) shares (excluding shares of common stock which may be issued upon the conversion of the convertible preference stock or upon the exercise of the options provided for in subparagraph 10 of this Article Fourth), shall be issued when such quotient is three dollars forty-eight cents (\$3.48) or less or if the issuance thereof would have the effect of reducing such quotient to three dollars forty-eight cents (\$3.48) or less, without the consent and authorization of the holders of a majority of the shares of convertible preference stock at the time outstanding given at a meeting of stockholders of the corporation duly called and held to consider the same after ten (10) days' written notice of such meeting and the purpose thereof given to the holders of the convertible preference stock. The conversion of any share of convertible preference stock shall not affect the right of the holder of such share to receive all dividends then accrued and unpaid on such share. Shares of convertible preference stock so converted shall not be reissued.

IV.

The total number of outstanding shares of said corporation, the holders of which are entitled to vote on amendments to Articles of Incorporation, is 85,100 shares.

V.

The matters in this Certificate in reference to the resolution of the Board of Directors and the Stockholders, respectively, appear of record in the Minutes of the special meeting of the Board of Directors of said corporation held on the 2nd day of January, 1936, and in the Minutes of the special meeting of the Stockholders of said corporation held on the 2nd day of January, 1936, respectively, are recorded and preserved in the Minute Book of said corporation.

VI.

The aforesaid amendments to Article Fourth subsections 3 and 4, respectively were adopted pursuant to and in accordance with the provisions of Section 26 of the Statutes of the State of Delaware having to do with and governing amendments to Certificates of Incorporation.

IN WITNESS WHEREOF the undersigned have executed this
Certificate of Amendment and have caused the said seal of said
corporation to be hereunto affixed this 25th day of January, 1936.

CHICAGO AND SOUTHERN
AIR LINES, INC.
CORPORATE SEAL
DELAWARE
1935

/s/ D. D. WALKER
Vice President
CHICAGO AND SOUTHERN AIR LINES, INC.

/s/ A. CULBERT
Secretary
CHICAGO AND SOUTHERN AIR LINES, INC.

STATE OF MISSOURI :
COUNTY OF ST. LOUIS: SS

On this 25th day of January, A. D. 1936, before me,
the subscriber, a Notary Public, duly appointed to take the proof
and acknowledgment of deeds and other instruments, came D. D. WALKER,
Vice President, and A. CULBERT, Secretary, of the CHICAGO AND SOUTHERN
AIR LINES, INC., to me personally known to be the individuals des-
cribed in and who executed the preceding Certificate; and they each
duly acknowledged the execution of the same; and being by me each
sworn, severally and each for himself deposed and saith, that they
are the said officers of the CHICAGO AND SOUTHERN AIR LINES, INC.,
aforesaid, and that the seal affixed to the preceding Certificate
is the corporate seal of said Company; and that said corporate seal
and their signatures as such officers were duly affixed and subscribed
to the said Certificate by the authority and direction of said
corporation.

IN TESTIMONY WHEREOF, I have hereunto set my hand and
affixed my official seal, at the City of Robertson
the day and date first above written.

/s/ RALPH E. LONDON
Notary Public

RALPH E. LONDON
NOTARY PUBLIC
CITY OF ST. LOUIS, MO.

My Commission expires Sept. 19, 1939

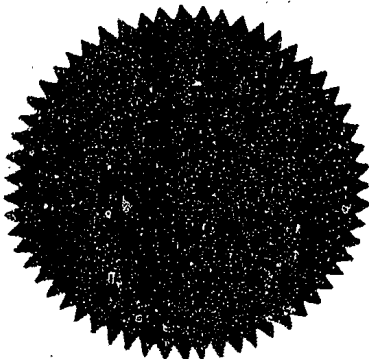
State of Delaware



Office of Secretary of State

I, Harris B. McDowell, Jr., Secretary of State of the State of Delaware, do hereby certify that the above and foregoing is a true and correct copy of Certificate of Amendment of the "CHICAGO AND SOUTHERN AIR LINES, INC.", as received and filed in this office the twenty-seventh day of January, A.D. 1936, at 1 o'clock P.M.

In Testimony Whereof, I have hereunto set my hand and official seal at Dover, this sixth day of September in the year of our Lord one thousand nine hundred and fifty.



Harris B. McDowell, Jr.
Secretary of State

Reece H. Porter
Asst. Secretary of State

CERTIFICATE OF AMENDMENT OF CERTIFICATE OF INCORPORATION OF
CHICAGO AND SOUTHERN AIR LINES, INC.

The undersigned, A. CULBERT and D. D. WALKER, do hereby certify that they are, respectively, the duly elected and acting Executive Vice President and Secretary of CHICAGO AND SOUTHERN AIR LINES, INC., a Delaware corporation; and they further certify that:

I.

At a special meeting of the Board of Directors of said corporation held on the 7th day of September, 1937, at the hour of 5:00 o'clock P. M. of said day at the office of CHICAGO AND SOUTHERN AIR LINES, INC., Lambert-St. Louis Municipal Airport, Town of Robertson, County of St. Louis, State of Missouri, at which meeting there were at all times present and acting four of the directors of said corporation, which number of directors constitute a quorum and a majority of said Board of Directors, the full number of which, as fixed by the Articles of Incorporation, is five members, the following resolution was adopted:

"RESOLVED, That Article Fourth, sub-section 8 of the Certificate of Incorporation of Chicago and Southern Air Lines, Inc. be and the same hereby is amended to read as follows:

"8. The corporation shall at all times maintain a reserve of \$25,000.00 to be known as a "crash reserve" to defray the cost, in excess of available insurance moneys, of repairing or replacing aircraft and equipment damaged or destroyed. Such crash reserve shall be carried in cash and or in marketable securities at market values, and so long as any of the convertible preference stock shall remain outstanding no dividends shall be declared or paid on the common stock or any other class of stock junior to the convertible preference stock when the crash reserve is less than the amount above specified or when the net current assets of the corporation are less than the amount specified in sub-

paragraph 5 of this Article Fourth, or when such payment would have the effect of reducing the crash reserve or the net current assets below the said respective specified amounts.

(a) The \$25,000.00 released from the \$50,000.00 "crash reserve" fund as it existed prior to this amendment shall be carried in cash and or marketable securities at market values and shall be placed in a special account to be entitled "reserve for capital expenditures", and shall be available for use as may be unanimously determined by the Board of Directors for the purpose of purchasing equipment necessary for the operation by the corporation of additional air transport routes, or extensions to any air transport routes operated by the corporation, and no part of said fund shall be considered as or commingled with the working capital of the corporation, or its net current assets as the same are defined in sub-paragraph 5 of this Article Fourth."

II.

All the directors present and acting at said meeting, to wit, _____ directors, voted in favor of said resolution constituting the vote of a majority of the directors of said corporation in favor of said resolution:

III.

At the annual meeting of the stockholders of said corporation duly held on the 1st day of October, 1937, at the hour of 2:00 o'clock P. M. of said day at the office of CHICAGO AND SOUTHERN AIR LINES, INC., Lambert-St. Louis Municipal Airport, Town of Robertson, County of St. Louis, State of Missouri, at which meeting there were at all times present and acting persons holding and representing the majority of the voting power of said corporation, namely 118,350 shares out of a total of 135,100 outstanding shares entitled to vote on amendments to the Articles of Incorporation; the following resolution was adopted:

RESOLVED, that Article Fourth, sub-section 8 of the Certificate of Incorporation of Chicago and Southern Air Lines, Inc. be and the same hereby is amended to read as follows:

"8. The corporation shall at all times maintain a reserve of \$25,000.00 to be known as a "crash reserve" to defray the cost, in excess of available insurance moneys, of repairing or replacing aircraft and equipment damaged or destroyed. Such crash reserve shall be carried in cash and or in marketable securities at market values, and so long as any of the convertible preference stock shall remain outstanding no dividends shall be declared or paid on the common stock or any other class of stock junior to the convertible preference stock when the crash reserve is less than the amount above specified or when the net current assets of the corporation are less than the amount specified in sub-paragraph 5 of this Article Fourth, or when such payment would have the effect of reducing the crash reserve or the net current assets below the said respective specified amounts.

(a) The \$25,000.00 released from the \$50,000.00 "crash reserve" fund as it existed prior to this amendment shall be carried in cash and or marketable securities at market values and shall be placed in a special account to be entitled "reserve for capital expenditures", and shall be available for use as may be unanimously determined by the Board of Directors for the purpose of purchasing equipment necessary for the operation by the corporation of additional air transport routes, or extensions to any air transport routes operated by the corporation, and no part of said fund shall be considered as or commingled with the working capital of the corporation, or its net current assets as the same are defined in sub-paragraph 5 of this Article Fourth."

IV.

The total number of outstanding shares of said corporation, the holders of which are entitled to vote on amendments to Articles of Incorporation, is 135,100 shares.

V.

The matters in this Certificate in reference to the resolution of the Board of Directors and the Stockholders, respectively, appear of record in the Minutes of the special meeting of the Board of Directors of said corporation held on the 7th day of September, 1937, and in the Minutes of the annual meeting of the Stockholders of said corporation held on the 1st day of October, 1937, respectively, are recorded and preserved in the Minute Book of said corporation.

VI.

The aforesaid amendment to Article Fourth subsection 8 was adopted pursuant to and in accordance with the provisions of Section 26 of the Statutes of the State of Delaware having to do with and governing amendments to Certificates of Incorporation.

IN WITNESS WHEREOF the undersigned have executed this Certificate of Amendment and have caused the said seal of said corporation to be hereunto affixed this 13th day of October, 1937.

CHICAGO AND SOUTHERN AIR LINES, INC.
CORPORATE SEAL
DELAWARE
1935

(Signed) A. CULBERT
Executive Vice President
CHICAGO AND SOUTHERN AIR LINES, INC.

~~XXXXXX~~

(Signed) D. D. WALKER
Secretary
CHICAGO AND SOUTHERN AIR LINES, INC.

STATE OF MISSOURI :
CITY OF ST. LOUIS : SS

On this 13th day of October, A. D. 1937, before me the subscriber, a Notary Public, duly appointed to take the proof and acknowledgment of deeds and other instruments, came A. Culbert, Executive Vice President, and D. D. Walker, Secretary, of the CHICAGO AND SOUTHERN AIR LINES, INC., to me personally known to be the individuals described in and who executed the preceding Certificate; and they each duly acknowledged the execution of the same; and being by me each sworn, severally and each for himself deposed and said, that they are the said officers of the CHICAGO AND SOUTHERN AIR LINES, INC., aforesaid, and that the seal affixed to the preceding Certificate is the corporate seal of said Company; and that said corporate seal and their signatures as such officers were duly affixed and subscribed to the said Certificate by the authority and direction of said corporation.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal, at the City of Robertson, the day and date first above written.

F. B. YOUNG
NOTARY PUBLIC
(SEAL)
CITY OF ST. LOUIS, MO.

(Signed) F. B. YOUNG
Notary Public
My commission expires 4/11/40

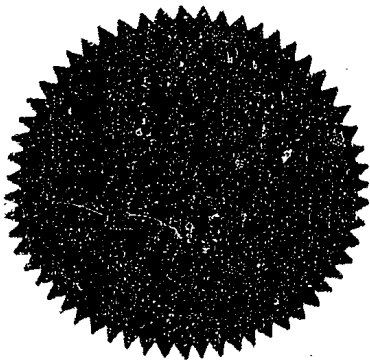
State of Delaware



Office of Secretary of State

I, *Harris B. McDowell, Jr.*, Secretary of State of the State of Delaware, do hereby certify that the above and foregoing is a true and correct copy of CERTIFICATE OF INCORPORATION OF THE "CHICAGO AND SOUTHERN AIR LINES, INC.", as received and filed in this office the sixteenth day of October, A.D. 1937, at 11 o'clock A.M.

In Testimony Whereof, I have hereunto set my hand and official seal, at Dover this sixth day of September in the year of our Lord one thousand nine hundred and fifty.



Harris B. McDowell, Jr.
Secretary of State

Harris B. Stokes
Asst. Secretary of State

CERTIFICATE OF AMENDMENT OF CERTIFICATE OF INCORPORATION OF
CHICAGO AND SOUTHERN AIR LINES, INC.

The undersigned, A. CULBERT and D. D. WALKER, do hereby certify that they are, respectively, and have been at all times herein mentioned, the duly elected and acting Vice President and Secretary of CHICAGO AND SOUTHERN AIR LINES, INC., a Delaware corporation; and they further certify that:

I.

At a regular meeting of the Board of Directors of said corporation held on the 13th day of December, 1939, at the hour of 9:00 o'clock A. M. of said day at the office of I. M. SIMON & COMPANY, 315 North Fourth Street, City of St. Louis, State of Missouri, at which meeting there were at all times present and acting five of the directors of said corporation, which number of directors constitute a quorum and all of the members of said Board of Directors, the full number of which, as fixed by the Articles of Incorporation, is five members, the following resolution was adopted:

"RESOLVED: That Article Fourth, Subsection five, paragraph two, of the Certificate of Incorporation of Chicago and Southern Air Lines, Inc., be and the same hereby is amended to read as follows:

For the purposes of this subparagraph 5 the term 'net current assets' shall be deemed to mean and include the excess of the current assets of the corporation over the current liabilities of the corporation. The current assets and the current liabilities of the corporation shall be determined as herein provided. For the purposes hereof, current assets shall include, among other things, the following:

FURTHER RESOLVED: That Article Fourth, Subsection five, paragraph two, subsection (1), of the Certificate of Incorporation of Chicago and Southern Air Lines, Inc., be and the same hereby is amended to read as follows:

Cash on hand and in bank (not including any cash held or required to be held for application to any particular use or purpose under any agreement made by the corporation nor any cash belonging to the crash reserve hereinafter mentioned or

set apart or at the time required to be set apart for the purposes of the sinking fund hereinafter mentioned); provided, however, that from and after July 1, 1937, no sums charged for depreciation or credited to any reserve for depreciation shall be included in current assets, and from and after said date all sums charged to or reserved for depreciation shall be set aside in a special cash account and may be used upon majority action of the board of directors for the retirement of any indebtedness incurred by the corporation in, or for the purpose of, purchasing equipment, and/or upon unanimous action of the board of directors for any other purposes.

FURTHER RESOLVED: That Article Fourth, Subsection five, paragraph two, subsection (5), of the Certificate of Incorporation of Chicago and Southern Air Lines, Inc., be and the same hereby is amended to read as follows:

In addition to the foregoing, such other items as are generally regarded in accordance with accepted accounting practice as current assets in the case of corporations conducting a business similar to that conducted by the corporation.

FURTHER RESOLVED: That Article Fourth, Subsection five, paragraph three, of the Certificate of Incorporation of Chicago and Southern Air Lines, Inc., be and the same hereby is amended to read as follows:

For the purposes hereof, and subject to the exclusions hereinafter provided, current liabilities shall include, among other things, the following:

FURTHER RESOLVED: That Article Fourth, Subsection five, paragraph three, subsection (1), of the Certificate of Incorporation of Chicago and Southern Air Lines, Inc. be and the same hereby is amended to read as follows:

Subject to the exclusion hereinafter mentioned, all indebtedness of the corporation, including contingent indebtedness and liabilities incurred by the management, secured or unsecured, maturing within one (1) year from the date of ascertainment of current liabilities and all interest thereon for such year, but excluding the principal and interest due and maturing during the last or any year of any indebtedness and liabilities incurred by the management in, or for the purpose of, purchasing equipment, and maturing more than one (1) year from the date of creation thereof;

FURTHER RESOLVED: That Article Fourth, Subsection five, paragraph three, subsection (2), of the Certificate of Incorporation of Chicago and Southern Air Lines, Inc., be and the same hereby is amended to read as follows:

Subject to the exclusion hereinafter mentioned, interest for one (1) year from the date of ascertainment of current liabilities on the amount of all debt obligations of the corporation at the time outstanding maturing more than one (1) year from the date of creation thereof, but excluding all in-

terest for one (1) year or any other period on any indebtedness and liabilities incurred in, or for the purpose of, purchasing equipment.

FURTHER RESOLVED: That Article Fourth, Subsection five, paragraph three, subsection (3), of the Certificate of Incorporation of Chicago and Southern Air Lines, Inc., be and the same hereby is amended to read as follows:

Subject to the exclusions hereinafter mentioned, the maximum amount of all sinking fund requirements on outstanding debt obligations of the corporation for one (1) year from the date of ascertainment of current liabilities, but excluding any sinking fund requirements on any outstanding debt obligations of the corporation incurred in, or for the purpose of, purchasing equipment, and excluding any sinking fund requirements on the convertible preference stock;

FURTHER RESOLVED: That Article Fourth, Subsection five, paragraph three, subsection (7), of the Certificate of Incorporation of Chicago and Southern Air Lines, Inc., be and the same hereby is amended to read as follows:

In determining the net current assets of the corporation for the purposes hereof, there shall be excluded from current (or other) liabilities the following:

- A. The principal and interest due and maturing during the last or any year of any indebtedness and liabilities incurred by the management in, or for the purpose of, purchasing equipment, and maturing more than one (1) year from the date of creation thereof;
- B. All interest for one (1) year or any other period on any indebtedness and liabilities incurred in, or for the purpose of, purchasing equipment;
- C. Any sinking fund requirements on any outstanding debt obligations of the corporation incurred in, or for the purpose of, purchasing equipment, and any sinking fund requirements on the convertible preference stock;
- D. All indebtedness, and the interest and charges thereon, incurred by the management in, or for the purpose of, purchasing equipment.

FURTHER RESOLVED: That Article Fourth, Subsection five, paragraph three, of the Certificate of Incorporation of Chicago and Southern Air Lines, Inc., be and the same hereby is amended by adding a new subsection (8), reading as follows:

(8) In addition to the foregoing, but subject to the exclusions hereinabove set forth, such other items as are generally regarded in accordance with accepted accounting practice as current liabilities in the case of corporations conducting a business similar to that conducted by the corporation.

FURTHER RESOLVED: That Article Fourth, Subsection six, paragraph two, of the Certificate of Incorporation of Chicago and Southern Air Lines, Inc., be and the same hereby is amended to read as follows:

For the purpose of this subparagraph 6 the net earnings of the corporation shall be deemed to be the amount remaining after deducting, on an accrual basis in accordance with sound and accepted accounting practice, from the gross revenues of the corporation from all sources (except from any sale or exchange of capital assets), for any specified period, all operating, administrative and general expenses incurred in the usual and ordinary conduct of the business of the corporation, including wages and salaries, maintenance, repairs and renewals, rents and royalties and all interest and taxes including federal income taxes, any amount credited to the maintenance of any reserve to defray the cost, to the extent not available from insurance moneys, of repairing or replacing aircraft and equipment owned by the corporation and damaged or destroyed, and depreciation charges as follows: depreciation of new aircraft shall be on a straight line basis, the investment therein amortized to a reasonable salvage value in not more than six years; depreciation of new propellers shall be on a straight line basis, with the investment therein amortized to a reasonable salvage value at not more than 4,000 hours of use; depreciation of new engines shall be on a straight line basis, the investment amortized to a reasonable salvage value at not more than 5,000 hours of use, depreciation of new aircraft radios shall be on a straight line basis, the investment therein amortized to a reasonable salvage value at not more than six years; depreciation of new ground radios shall be on a straight line basis, the investment therein amortized to a reasonable salvage value at not more than six years, and depreciation on all other items shall be at annual rates customary in the industry. The amounts so set aside in the sinking fund shall be applied by the corporation during a period of seventy-five (75) days after the respective reservation dates to the purchase in the open market of outstanding shares of convertible preference stock at a price not exceeding twelve dollars fifty cents (\$12.50) per share plus accrued and unpaid cumulative dividends. Any moneys in the sinking fund not so applied within said period of seventy-five (75) days to the purchase of shares of convertible preference stock shall be applied by the corporation to the redemption on the next succeeding dividend payment date of shares of convertible preference stock sufficient to exhaust as nearly as may be such cash. Shares of convertible preference stock purchased or redeemed through the operation of the sinking fund shall be forthwith cancelled and shall not be reissued."

II.

All the directors present and acting at said meeting, to wit, five directors, voted in favor of said resolution constituting the vote of a majority and all of the directors of said cor-

poration in favor of said resolution:

III.

At a special meeting of the stockholders of said corporation duly held on the 5th day of January, 1940, at the hour of 2:00 o'clock P.M. of said day at the office of CHICAGO AND SOUTHERN AIR LINES, INC., Lambert-St. Louis Municipal Airport, Town of Robertson, County of St. Louis, State of Missouri, at which meeting there were at all times present and acting persons holding and representing in excess of 66-2/3% in number of the issued and outstanding shares of the Convertible Preference stock of said corporation, excluding the 912 shares of Convertible Preference stock held in the corporation's treasury for cancellation and retirement in accordance with the provisions of the Articles of Incorporation of the corporation (namely, 32,571 shares out of 35,000 shares), and in excess of a majority in number of the issued and outstanding shares of the common stock of said corporation (namely, 100,100 shares out of 100,100 shares), and in all representing the majority of the voting power of said corporation, namely, 132,671 shares out of a total of 135,100 issued and outstanding shares, 134,188 of which were entitled to vote on amendments to the Articles of Incorporation (the remaining 912 shares being held in the corporation's treasury for cancellation and retirement, in accordance with the provisions of the Articles of Incorporation of the corporation); the following resolution was adopted:

RESOLVED: That Article Fourth, Subsection five, paragraph two, of the Certificate of Incorporation of Chicago and Southern Air Lines, Inc., be and the same hereby is amended to read as follows:

For the purposes of this subparagraph 5 the term 'net current assets' shall be deemed to mean and include the excess of the current assets of the corporation over the current liabilities of the corporation. The current assets and the current liabilities of the corporation shall be determined as herein provided. For the purposes hereof, current assets shall include, among other things, the following:

FURTHER RESOLVED: That Article Fourth, Subsection five, paragraph two, subsection (1), of the Certificate of Incorporation of Chicago and Southern

Air Lines, Inc., be and the same hereby is amended to read as follows:

Cash on hand and in bank (not including any cash held or required to be held for application to any particular use or purpose under any agreement made by the corporation nor any cash belonging to the crash reserve hereinafter mentioned or set apart or at the time required to be set apart for the purposes of the sinking fund hereinafter mentioned); provided, however, that from and after July 1, 1937, no sums charged for depreciation or credited to any reserve for depreciation shall be included in current assets, and from and after said date all sums charged to or reserved for depreciation shall be set aside in a special cash account and may be used upon majority action of the board of directors for the retirement of any indebtedness incurred by the corporation in, or for the purpose of, purchasing equipment, and/or upon unanimous action of the board of directors for any other purposes.

FURTHER RESOLVED: That Article Fourth, Subsection five, paragraph two, subsection (5), of the Certificate of Incorporation of Chicago and Southern Air Lines, Inc., be and the same hereby is amended to read as follows:

In addition to the foregoing, such other items as are generally regarded in accordance with accepted accounting practice as current assets in the case of corporations conducting a business similar to that conducted by the corporation.

FURTHER RESOLVED: That Article Fourth, Subsection five, paragraph three, of the Certificate of Incorporation of Chicago and Southern Air Lines, Inc., be and the same hereby is amended to read as follows:

For the purposes hereof, and subject to the exclusions hereinafter provided, current liabilities shall include, among other things, the following:

FURTHER RESOLVED: That Article Fourth, Subsection five, paragraph three, subsection (1), of the Certificate of Incorporation of Chicago and Southern Air Lines, Inc., be and the same hereby is amended to read as follows:

Subject to the exclusion hereinafter mentioned, all indebtedness of the corporation, including contingent indebtedness and liabilities incurred by the management, secured or unsecured, maturing within one (1) year from the date of ascertainment of current liabilities and all interest thereon for such year, but excluding the principal and interest due and maturing during the last or any year of any indebtedness and liabilities incurred by the management in, or for the purpose of, purchasing equipment, and maturing more than one (1) year from the date of creation thereof;

FURTHER RESOLVED: That Article Fourth, Subsection five, paragraph three, subsection (2), of the Certificate of Incorporation of Chicago and Southern Air Lines, Inc., be and the same hereby is amended to read as follows:

Subject to the exclusion hereinafter mentioned, interest for one (1) year from the date of ascertainment of current liabilities on the amount of all debt obligations of the corporation at the time outstanding maturing more than one (1) year from the date of creation thereof, but excluding all interest for one (1) year or any other period on any indebtedness and liabilities incurred in, or for the purpose of, purchasing equipment.

FURTHER RESOLVED: That Article Fourth, Subsection five, paragraph three, subsection (3), of the Certificate of Incorporation of Chicago and Southern Air Lines, Inc., be and the same hereby is amended to read as follows:

Subject to the exclusions hereinafter mentioned, the maximum amount of all sinking fund requirements on outstanding debt obligations of the corporation for one (1) year from the date of ascertainment of current liabilities, but excluding any sinking fund requirements on any outstanding debt obligations of the corporation incurred in, or for the purpose of, purchasing equipment, and excluding any sinking fund requirements on the convertible preference stock;

FURTHER RESOLVED: That Article Fourth, Subsection five, paragraph three, subsection (7), of the Certificate of Incorporation of Chicago and Southern Air Lines, Inc., be and the same hereby is amended to read as follows:

In determining the net current assets of the corporation for the purposes hereof, there shall be excluded from current (or other) liabilities the following:

- A. The principal and interest due and maturing during the last or any year of any indebtedness and liabilities incurred by the management in, or for the purpose of, purchasing equipment, and maturing more than one (1) year from the date of creation thereof;
- B. All interest for one (1) year or any other period on any indebtedness and liabilities incurred in, or for the purpose of, purchasing equipment;
- C. Any sinking fund requirements on any outstanding debt obligations of the corporation incurred in, or for the purpose of, purchasing equipment, and any sinking fund requirements on the convertible preference stock;
- D. All indebtedness, and the interest and charges thereon, incurred by the management in, or for the purpose of, purchasing equipment.

FURTHER RESOLVED: That Article Fourth, Subsection five, paragraph three, of the Certificate of Incorporation of Chicago and Southern Air Lines, Inc., be and the same hereby is amended by adding a new subsection (8), reading as follows:

(8) In addition to the foregoing, but subject to its exclusions hereinabove set forth, such other items as are generally regarded in accordance with accepted accounting practice as current liabilities in the case of corporations conducting a business similar to that conducted by the corporation.

FURTHER RESOLVED: That Article Fourth, subsection six, paragraph two, of the Certificate of Incorporation of Chicago and Southern Air Lines, Inc., be and the same hereby is amended to read as follows:

For the purpose of this subparagraph 6 the net earnings of the corporation shall be deemed to be the amount remaining after deducting, on an accrual basis in accordance with sound and accepted accounting practice, from the gross revenues of the corporation from all sources (except from any sale or exchange of capital assets), for any specified period, all operating, administrative and general expenses incurred in the usual and ordinary conduct of the business of the corporation, including wages and salaries, maintenance, repairs and renewals, rents and royalties and all interest and taxes including federal income taxes, any amount credited to the maintenance of any reserve to defray the cost, to the extent not available from insurance monies, of repairing or replacing aircraft and equipment owned by the corporation and damaged or destroyed, and depreciation charges as follows: depreciation of new aircraft shall be on a straight line basis, the investment therein amortized to a reasonable salvage value in not more than six years; depreciation of new propellers shall be on a straight line basis, with the investment therein amortized to a reasonable salvage value at not more than 4,000 hours of use; depreciation of new engines shall be on a straight line basis, the investment amortized to a reasonable salvage value at not more than 5,000 hours of use; depreciation of new aircraft radios shall be on a straight line basis, the investment therein amortized to a reasonable salvage value at not more than six years; depreciation of new ground radios shall be on a straight line basis, the investment therein amortized to a reasonable salvage value at not more than six years, and depreciation on all other items shall be at annual rates customary in the industry. The amounts so set aside in the sinking fund shall be applied by the corporation during a period of seventy-five (75) days after the respective reservation dates to the purchase in the open market of outstanding shares of convertible preference stock at a price not exceeding twelve dollars fifty cents (\$12.50) per share plus accrued and unpaid cumulative dividends. Any moneys in the sinking fund not so applied within said period of seventy-five (75) days to the purchase of shares of convertible preference stock shall be applied by the corporation to the redemption on the next succeeding dividend payment date of shares of convertible preference stock sufficient to exhaust as nearly as may be such cash. Shares of convertible preference stock purchased or redeemed through the operation of the sinking fund shall be forthwith cancelled and shall not be reissued."

IV.

The total number of outstanding shares of said corporation, the holders of which were entitled to vote on amendments to Articles of Incorporation, was 135,100 shares, with the exception that 912 shares of convertible preference stock included in such total were held by the corporation in its treasury for cancellation and retirement in accordance with the provisions of the Articles of Incorporation of the

corporation. Since the said meeting said 912 shares of convertible preference stock have been retired and cancelled.

V.

The matters in this Certificate in reference to the resolution of the Board of Directors and the Stockholders, respectively, appear of record in the Minutes of the regular meeting of the Board of Directors of said corporation held on the 13th day of December, 1939, and in the Minutes of the special meeting of the Stockholders of said corporation held on the 5th day of January, 1940, respectively, are recorded and preserved in the Minute Book of said corporation.

VI.

The aforesaid amendments to Article Fourth were adopted pursuant to and in accordance with the provisions of Section 26 of the Statutes of the State of Delaware having to do with and governing amendments to Certificates of Incorporation.

IN WITNESS WHEREOF the undersigned have executed this Certificate of Amendment and have caused the said seal of said corporation to be hereunto affixed this 8th day of January, 1940.

**CHICAGO AND SOUTHERN AIR
LINES, INC. CORPORATE
SEAL 1935 DELAWARE**

(Signed) A. CULBERT
Vice President
CHICAGO AND SOUTHERN AIR LINES, INC.

~~XXXX~~

(Signed) D. D. WALKER
Secretary
CHICAGO AND SOUTHERN AIR LINES, INC.

STATE OF MISSOURI :
COUNTY OF ST. LOUIS : SS.

On this 8th day of January, A. D. 1940, before me the subscriber, a Notary Public, duly appointed to take the proof and acknowledgment of deeds and other instruments, came A. CULBERT, Vice President, and D. D. WALKER, Secretary, of the CHICAGO AND SOUTHERN AIR LINES, INC., to me personally known to be the individuals described in and who executed the preceding Certificate; and they each duly acknowledged the execution of the same; and being by me each sworn, severally and each for himself deposed and said, that they are the said officers of the CHICAGO AND SOUTHERN AIR LINES, INC., aforesaid, and that the seal affixed to the preceding Certificate is the corporate seal of said Company; and that said corporate seal and their signatures as such officers were duly affixed and subscribed to the said Certificate by the authority and direction of said corporation.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal, at the City of Robertson, the day and date first above written.

~~XXXX~~ IRENE COLEMAN
NOTARY PUBLIC
COUNTY OF ST. LOUIS

(Signed) IRENE COLEMAN
Notary Public

My Commission Expires July 13, 1942.

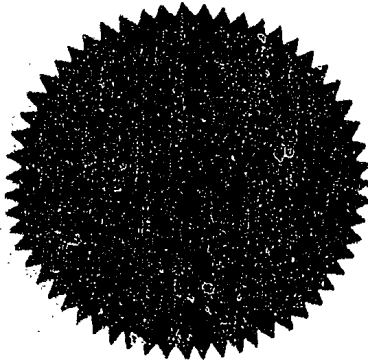
State of Delaware



Office of Secretary of State

I, *Harris B. McDowell, Jr.*, Secretary of State of the State of Delaware, do hereby certify that the above and foregoing is a true and correct copy of Certificate of Amendment of the "CHICAGO AND SOUTHERN AIR LINES, INC.", as received and filed in this office the twelfth day of January, A. D. 1940, at 1 o'clock P.M.

In Testimony Whereof, I have hereunto set my hand and official seal at Dover, this sixth day of September in the year of our Lord one thousand nine hundred and fifty.



Harris B. McDowell, Jr.
Secretary of State

Walter H. Forbes
Ass't Secretary of State

CERTIFICATE OF AMENDMENT OF
CERTIFICATE OF INCORPORATION
OF

CHICAGO AND SOUTHERN AIR LINES, INC.

The undersigned CARLETON PUTNAM and H. R. BOLANDER, JR., do hereby certify that they are, respectively, and have been at all times herein mentioned, the duly elected and acting President and Secretary of CHICAGO AND SOUTHERN AIR LINES, INC., a Delaware corporation, and they further certify that:

I.

At a meeting of the Board of Directors of said corporation on the 13th day of January, 1943, at the hour of 10:00 o'clock A. M. of said day at the office of said corporation at the Memphis Municipal Airport, Memphis, Shelby County, Tennessee, at which meeting there were at all times present and acting four of the directors of said corporation, which number of directors constitutes a quorum and a majority of the members of said Board of Directors, the full number of which, as fixed by the Certificate of Incorporation, is five members, the following resolution was adopted:

"RESOLVED, That Article Third of the Certificate of Incorporation of Chicago and Southern Air Lines, Inc., be, and the same hereby is, amended to read as follows:

"THIRD. The nature of the business of the corporation, or objects or purposes to be transacted, promoted or carried on by it are as follows, to wit:

To conduct, engage in, and carry on the general business of transportation by air, by land, and by water.

To conduct, engage in, and carry on all branches, forms, phases, and fields of aviation and aeronautical activity.

To own, establish, lease, buy, or otherwise acquire, sell, exchange, transfer, assign, or otherwise dispose of, maintain, operate, or otherwise manage separately or together air, land, and/or water transportation lines, systems, routes and services for the transportation of persons, property, mail, express, freight, goods, merchandise and things, and for each and every object and purpose which may be attendant to the separate or combined business of air, land

and/or water transportation and commerce between any points, airports, terminals, ports, and over any course or courses, lane or lanes, road or roads, route or routes, airway or airways, both within and without this State, other States, the District of Columbia, the Territories, possessions and colonies of the United States, and foreign countries, their political subdivisions, territories, possessions and colonies, and over, upon, and within and without the area of any waters and shores thereof and elsewhere, including intrastate, interstate, and international air, land and/or water transportation, and commerce.

To own, design, erect, build, construct, lease, buy, or otherwise acquire, sell, charter, exchange, transfer, assign, convey or otherwise dispose of, equip, maintain, use, operate, or otherwise manage airports, aircraft landing fields, seadromes, terminals, stations, depots, docks, land and sea lighthouses, landing buoys, mooring facilities, shops, buildings, factories, hangars, garages, shipyards, wharves, warehouses, and all other structures and air and water navigation facilities, radio and all other types and kinds of communications systems, and any and all facilities, equipment and appurtenances incidental, necessary, useful auxiliary to, or convenient for the business and operations conducted, engaged in, and carried on by the corporation.

To own, design, manufacture, construct, repair, improve, service, supply, lease, buy, or otherwise acquire, sell, exchange, transfer, assign, or otherwise dispose of, mortgage, pledge, trade, deal or traffic in, use, store, maintain, operate, or otherwise manage all types and character of aircraft, both heavier than air and lighter than air, automobiles, trucks, cars, motorcycles, ships, boats, vessels, and all other air-borne craft, vehicles, and water-borne craft, their engines, motors, propellers, accessories, parts, equipment, appliances, apparatus, materials, furnishings, boilers, tackle and apparel, radios, instruments, tools, and all kindred things and articles, and all machinery, materials and appliances entering into or suitable and convenient for the construction, equipment, maintenance, operation or management thereof.

To apply for, obtain, register, purchase or otherwise acquire, hold, own, use, develop, operate and introduce, and to sell, assign, mortgage, pledge, or otherwise turn to account or dispose of any trademarks, trade-names, concessions, inventions, improvements, formulae, processes of any nature whatsoever, copyrights, patent rights and letters patent of the United States and of foreign countries, and to accept and grant licenses thereunder.

To purchase or otherwise acquire, and pay for in cash, stock, bonds, debentures, or obligations of the corporation or otherwise, the whole or any part of the business, good will, rights, franchises, contracts, assets and property, and to undertake or assume the whole or any part of the obligations or liabilities of any person, firm, association, or corporation (either foreign or domestic) engaged in a business of the same general character as that for which this corporation is organized.

To acquire by lease, purchase, contract, concession or otherwise, and own, develop, explore, exploit, improve, operate, lease, enjoy, control, manage or otherwise turn to account, mortgage, grant, sell, exchange, assign, transfer, convey or otherwise dispose of, in any country, state, or locality, any and all real estate, lands, options, concessions, grants, land patents, franchises, rights, privileges, easements, tenements, estates, hereditaments, interests and properties of every class, description and nature whatsoever which the corporation may deem necessary, proper or convenient in connection with the conduct of any business or businesses enumerated in these articles of incorporation.

To subscribe to or cause to be subscribed for, purchase or otherwise acquire, hold, sell, assign, transfer, mortgage, pledge, exchange, distribute or otherwise dispose of the whole or any part of the shares of the capital stock, bonds, coupons, mortgages, deeds of trust, debentures, securities, obligations, notes and other evidences of indebtedness created by any other corporation or corporations, stock company or association, now or hereafter existing, whether organized under the laws of this State or any other state, country, nation or government, and while the owner thereof to exercise all the rights, powers and privileges of ownership of every kind and description, including the right to vote thereon, with the power to designate some person for that purpose from time to time to the same extent as natural persons might or could do.

To negotiate, enter into, make, and perform any contracts or arrangements of every kind and description with any person, firm, association, corporation, municipality, county, state, body politic, or government, or colony, or dependency, or authority thereof.

To borrow or raise moneys, issue or exchange stock, bonds, and other obligations in payment for property purchased or acquired by, or for any of the purposes of, the corporation, and from time to time subject only to the limitations hereinafter provided, without limit as to amount, to draw, make, accept, endorse, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures, and other negotiable or non-negotiable instruments and evidences of indebtedness, and to secure the payment of any thereof and of the interest thereon by mortgage upon or pledge, conveyance or assignment in trust of the whole or any part of the property of the corporation whether at the time owned or thereafter acquired, and to sell, pledge, exchange, transfer, assign or otherwise dispose of such bonds or other obligations of the corporation for its corporate purposes.

To manufacture, purchase or otherwise acquire, own, hold, maintain, use, mortgage, pledge, sell, exchange, assign, transfer, convey or otherwise dispose of, invest, trade, deal in and deal with goods, wares, and merchandise and personal property of every class and description.

To purchase, hold, sell and transfer shares of its own capital stock.

To have one or more offices, to carry on all or any of its operations and business without restriction or limit as to amount, to purchase or otherwise acquire, hold, own, mortgage, sell, convey or otherwise dispose of real and personal property of every class and description, both within and without this State, other States, Districts, Territories, Possessions or Colonies of the United States, and in any and all foreign countries, subject to the laws of such State, District, Territory, Possession, Colony or Country.

In general to carry on any other business whatsoever which the Corporation may deem proper or convenient in connection with the foregoing purposes or otherwise, or which may be calculated directly or indirectly, to promote the interests of the corporation or enhance the value of its property, to conduct its business in any and all of its branches in this State, in other States, the District of Columbia, the Territories and Colonies of the United States, and in foreign countries, and to have and to exercise all the powers conferred by the laws of the State of Delaware upon Corporations formed under the act hereinafter referred to, and to do any or all of the things hereinbefore set forth to the same extent as natural persons might or could do.

The objects and purposes specified in the foregoing clauses shall, except where otherwise expressed, be in no wise limited or restricted by reference to, or inference from, the terms of any other clause in this Certificate of Incorporation, but the objects and purposes specified in each of the foregoing clauses of this article shall be regarded as independent objects and purposes."

"FURTHER RESOLVED, That Article Fourth of the Certificate of Incorporation of Chicago and Southern Air Lines, Inc., be, and the same hereby is, amended to read as follows:

"FOURTH. The amount of the total authorized capital stock of this corporation is Three Hundred Thousand (300,000) shares, without nominal or par value. Any and all such shares issued, and for which the full consideration has been paid or delivered, shall be deemed fully paid stock, and the holder of such shares shall not be liable for any further payment thereon.

No holder of any of the shares of the capital stock of the corporation shall be entitled as of right to purchase or subscribe for any unissued stock of any class or any additional shares of any class to be issued by reason of any increase of the authorized capital stock of the corporation of any class, or bonds, certificates of indebtedness, debentures, or other securities convertible into stock of the corporation, or carrying any right to purchase stock of any class, but any such unissued or such additional authorized issue of any stock or of other securities convertible into stock, or carrying any right to purchase stock, may be issued and disposed of pursuant to resolution of the Board of Directors to such persons, firms, corporations or associations and upon such terms as may be deemed advisable by the Board of Directors in the exercise of its discretion.

This corporation may from time to time issue its

shares of common stock without nominal or par value for such consideration as may be fixed from time to time by the Board of Directors, and may receive in payment thereof, in whole or in part, cash, labor done, personal property or real property or leases thereof. In the absence of actual fraud in the transaction, the judgment of the Board of Directors, as to the value of such labor, property, real estate or leases thereof, shall be conclusive. Any and all shares so issued for which the consideration so fixed shall have been paid or delivered shall be deemed full paid stock and shall not be liable to any further call or assessment thereon, and the holders of such shares shall not be liable for any further payment in respect thereof.

The corporation shall have power to create and issue, whether or not in connection with the issue and sale of any shares of stock or other securities of the corporation, rights or options entitling the holders thereof to purchase from the corporation any shares of its capital stock of any class or classes conformable with the provisions of Section 14 of the General Corporation Law of Delaware. The Board of Directors may from time to time provide for the creation and issuance of such rights or options in a resolution or resolutions setting forth the terms upon which, the time or times which may be limited or unlimited in duration at or within which, and the price or prices at which, any such shares may be purchased from the corporation upon the exercise of any such right or option, provided such resolution shall be conformable with the General Corporation Law, especially Section 14."

"FURTHER RESOLVED, That Article Ninth of the Certificate of Incorporation of Chicago and Southern Air Lines, Inc., be, and the same hereby is, amended to read as follows:

"NINTH. The number of directors of the corporation shall be five. In case of any vacancy in the Board of Directors, the remaining directors, by affirmative vote of a majority thereof, may elect a successor to hold office only until his successor shall be duly elected by the stockholders either at a special or regular meeting. In furtherance, and not in limitation of the powers conferred by law, the Board of Directors is expressly authorized:

To make, alter, amend or repeal the by-laws of the corporation.

To authorize and cause to be executed mortgages and liens upon the real and personal property of the corporation.

From time to time as they may deem advisable to set apart out of any of the funds of the corporation available for dividends a reserve or reserves for any proper purpose and, from time to time, as they may deem advisable to abolish any such reserve or reserves.

The corporation may in its by-laws confer powers upon the Board of Directors in addition to the foregoing and in addition to the powers and authorities expressly conferred."

II.

All of the directors present and acting at said meeting, to wit, four directors voted in favor of said resolution, constituting the vote of a majority of the votes of all of the directors of said corporation in favor of said resolution.

III.

At a special meeting of the stockholders of said corporation duly held on the 4th day of May, 1943, at the hour of 10:00 o'clock A. M. of said day at the office of said corporation at the Memphis Municipal Airport, Memphis, Shelby County, Tennessee, at which meeting there were at all times present and acting persons holding and representing in excess of fifty percent (50%) of the number of issued and outstanding shares of the capital stock of said corporation, and representing a majority of the voting power of said corporation, namely 131,160 shares of a total of 229,326 issued and outstanding shares, all of which were entitled to vote on amendments to the said Certificate of Incorporation, the following resolution was adopted:

"RESOLVED, That Article Third of the Certificate of Incorporation of Chicago and Southern Air Lines, Inc., be, and the same hereby is, amended to read as follows:

"THIRD. The nature of the business of the corporation, or objects or purposes to be transacted, promoted or carried on by it are as follows, to wit:

To conduct, engage in, and carry on the general business of transportation by air, by land, and by water.

To conduct, engage in, and carry on all branches, forms, phases, and fields of aviation and aeronautical activity.

To own, establish, lease, buy, or otherwise acquire, sell, exchange, transfer, assign, or otherwise dispose of, maintain, operate, or otherwise manage separately or together air, land, and/or water transportation lines, systems, routes and services for the transportation of persons, property, mail, express, freight, goods, merchandise and things, and for each and every object and purpose which may be attendant to the separate or combined business of air, land

and/or water transportation and commerce between any points, airports, terminals, ports, and over any course or courses, land or lands, road or roads, route or routes, airway or airways, both within and without this State, other States, the District of Columbia, the Territories, possessions and colonies of the United States, and foreign countries, their political subdivisions, territories, possessions and colonies, and over, upon, and within and without the area of any waters and shores thereof and elsewhere, including intrastate, interstate, and international air, land and/or water transportation, and commerce.

To own, design, erect, build, construct, lease, buy, or otherwise acquire, sell, charter, exchange, transfer, assign, convey or otherwise dispose of, equip, maintain, use, operate, or otherwise manage airports, aircraft landing fields, seadromes, terminals, stations, depots, docks, land and sea lighthouses, landing buoys, mooring facilities, shops, buildings, factories, hangars, garages, shipyards, wharves, warehouses, and all other structures and air and water navigation facilities, radio and all other types and kinds of communications systems, and any and all facilities, equipment and appurtenances incidental, necessary, useful auxiliary to, or convenient for the business and operations conducted, engaged in, and carried on by the corporation.

To own, design, manufacture, construct, repair, improve, service, supply, lease, buy, or otherwise acquire, sell, exchange, transfer, assign, or otherwise dispose of, mortgage, pledge, trade, deal or traffic in, use, store, maintain, operate, or otherwise manage all types and character of aircraft, both heavier than air and lighter than air, automobiles, trucks, cars, motorcycles, ships, boats, vessels, and all other air-borne craft, vehicles, and water-borne craft, their engines, motors, propellers, accessories, parts, equipment, appliances, apparatus, materials, furnishings, holders, tackle and apparel, radion, instruments, tools, and all kindred things and articles, and all machinery, materials and appliances entering into or suitable and convenient for the construction, equipment, maintenance, operation or management thereof.

To apply for, obtain, register, purchase or otherwise acquire, hold, own, use, develop, operate and introduce, and to sell, assign, mortgage, pledge, or otherwise turn to account or dispose of any trademarks, trade-names, concessions, inventions, improvements, formulas, processes of any nature whatsoever, copyrights, patent rights and letters patent of the United States and of foreign countries, and to accept and grant licenses thereunder.

To purchase or otherwise acquire, and pay for in cash, stock, bonds, debentures, or obligations of the corporation or otherwise, the whole or any part of the business, good will, rights, franchises, contracts, assets and property, and to undertake or assume the whole or any part of the obligations or liabilities of any person, firm, association, or corporation (either foreign or domestic) engaged in a business of the same general character as that for which this corporation is organized.

To acquire by lease, purchase, contract, concession or otherwise, and own, develop, explore, exploit, improve, operate, lease, enjoy, control, manage or otherwise turn to account, mortgage, grant, sell, exchange, assign, transfer, convey or otherwise dispose of, in any country, state, or locality, any and all real estate, lands, options, concessions, grants, land patents, franchises, rights, privileges, easements, tenements, estates, hereditaments, interests and propertices of every class, description and nature whatsoever which the corporation may deem necessary, proper or convenient in connection with the conduct of any business or businesses enumerated in these articles of incorporation.

To subscribe to or cause to be subscribed for, purchase or otherwise acquire, hold, sell, assign, transfer, mortgage, pledge, exchange, distribute or otherwise dispose of the whole or any part of the shares of the capital stock, bonds, coupons, mortgages, deeds of trust, debentures, securities, obligations, notes and other evidences of indebtedness created by any other corporation or corporations, stock company or association, now or hereafter existing, whether organized under the laws of this State or any other state, country, nation or government, and while the owner thereof to exercise all the rights, powers and privileges of ownership of every kind and description, including the right to vote thereon, with the power to designate some person for that purpose from time to time to the same extent as natural persons might or could do.

To negotiate, enter into, make, and perform any contracts or arrangements of every kind and description with any person, firm, association, corporation, municipality, county, state, body politic, or government, or colony, or dependency, or authority thereof.

To borrow or raise moneys, issue or exchange stock, bonds, and other obligations in payment for property purchased or acquired by, or for any of the purposes of, the corporation, and from time to time subject only to the limitations hereinafter provided, without limit as to amount, to draw, make, accept, endorse, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures, and other negotiable or non-negotiable instruments and evidences of indebtedness, and to secure the payment of any thereof and of the interest thereon by mortgage upon or pledge, conveyance or assignment in trust of the whole or any part of the property of the corporation whether at the time owned or thereafter acquired, and to sell, pledge, exchange, transfer, assign or otherwise dispose of such bonds or other obligations of the corporation for its corporate purposes.

To manufacture, purchase or otherwise acquire, own, hold, maintain, use, mortgage, pledge, sell, exchange, assign, transfer, convey or otherwise dispose of, invest, trade, deal in and deal with goods, wares, and merchandise and personal property of every class and description.

To purchase, hold, sell and transfer shares of its own capital stock.

To have one or more offices, to carry on all or any of its operations and business without restriction or limit as to amount, to purchase or otherwise acquire, hold, own, mortgage, sell, convey or otherwise dispose of real and personal property of every class and description, both within and without this State, other States, Districts, Territories, Possessions or Colonies of the United States, and in any and all foreign countries, subject to the laws of such State, District, Territory, Possession, Colony or Country.

In general to carry on any other business whatsoever which the Corporation may deem proper or convenient in connection with the foregoing purposes or otherwise, or which may be calculated directly or indirectly, to promote the interests of the corporation or enhance the value of its property, to conduct its business in any and all of its branches in this State, in other States, the District of Columbia, the Territories and Colonies of the United States, and in foreign countries, and to have and to exercise all the powers conferred by the laws of the State of Delaware upon Corporations formed under the act hereinafter referred to, and to do any or all of the things hereinbefore set forth to the same extent as natural persons might or could do.

The objects and purposes specified in the foregoing clauses shall, except where otherwise expressed, be in no wise limited or restricted by reference to, or inference from, the terms of any other clause in this Certificate of Incorporation, but the objects and purposes specified in each of the foregoing clauses of this article shall be regarded as independent objects and purposes."

"FURTHER RESOLVED, That Article Fourth of the Certificate of Incorporation of Chicago and Southern Air Lines, Inc., be and the same hereby is, amended to read as follows:

"FOURTH. The amount of the total authorized capital stock of this corporation is Three Hundred Thousand (300,000) shares, without nominal or par value. Any and all such shares issued, and for which the full consideration has been paid or delivered, shall be deemed fully paid stock, and the holder of such shares shall not be liable for any further payment thereon.

No holder of any of the shares of the capital stock of the corporation shall be entitled as of right to purchase or subscribe for any unissued stock of any class or any additional shares of any class to be issued by reason of any increase of the authorized capital stock of the corporation of any class, or bonds, certificates of indebtedness, debentures, or other securities convertible into stock of the corporation, or carrying any right to purchase stock of any class, but any such unissued or such additional authorized issue of any stock or of other securities convertible into stock, or carrying any right to purchase stock, may be issued and disposed of pursuant to resolution of the Board of Directors to such persons, firms, corporations or associations and upon such terms as may be deemed advisable by the Board of Directors in the exercise of its discretion.

This corporation may from time to time issue its

shares of common stock without nominal or par value for such consideration as may be fixed from time to time by the Board of Directors, and may receive in payment thereof, in whole or in part, cash, labor done, personal property or real property or leases thereof. In the absence of actual fraud in the transaction, the judgment of the Board of Directors, as to the value of such labor, property, real estate or leases thereof, shall be conclusive. Any and all shares so issued for which the consideration so fixed shall have been paid or delivered shall be deemed full paid stock and shall not be liable to any further call or assessment thereon, and the holders of such shares shall not be liable for any further payment in respect thereof.

The corporation shall have power to create and issue, whether or not in connection with the issue and sale of any shares of stock or other securities of the corporation, rights or options entitling the holders thereof to purchase from the corporation any shares of its capital stock of any class or classes conformable with the provisions of Section 14 of the General Corporation Law of Delaware. The Board of Directors may from time to time provide for the creation and issuance of such rights or options in a resolution or resolutions setting forth the terms upon which, the time or times which may be limited or unlimited in duration at or within which, and the price or prices at which, any such shares may be purchased from the corporation upon the exercise of any such right or option, provided such resolution shall be conformable with the General Corporation Law, especially Section 14."

"FURTHER RESOLVED, That Article Ninth of the Certificate of Incorporation of Chicago and Southern Air Lines, Inc., be and the same hereby is, amended to read as follows:

"NINTH. The number of directors of the corporation shall be five. In case of any vacancy in the Board of Directors, the remaining directors, by affirmative vote of a majority thereof, may elect a successor to hold office only until his successor shall be duly elected by the stockholders either at a special or regular meeting. In furtherance, and not in limitation of the powers conferred by law, the Board of Directors is expressly authorized:

To make, alter, amend or repeal the by-laws of the corporation.

To authorize and cause to be executed mortgages and liens upon the real and personal property of the corporation.

From time to time as they may deem advisable to set apart out of any of the funds of the corporation available for dividends a reserve or reserves for any proper purpose and, from time to time, as they may deem advisable to abolish any such reserve or reserves.

The corporation may in its by-laws confer powers upon its Board of Directors in addition to the foregoing and in addition to the powers and authorities expressly conferred."

IV.

The total number of outstanding shares of the corporation, the holders of which were entitled to vote on amendments to the Certificate of Incorporation was 229,326 shares.

V.

The matters in this Certificate of Amendment, in reference to the resolution of the Board of Directors and the stockholders, respectively, appear of record in the minutes of the meeting of the Board of Directors of said corporation held on the 13th day of January, 1943, and in the minutes of the special meeting of the stockholders held on the 4th day of May, 1943, respectively, and are recorded and preserved in the Minute Book of said corporation.

VI.

The aforesaid amendments to Article Third, Article Fourth and Article Ninth were adopted pursuant to and in accordance with the provisions of Section 26 of the Statutes of the State of Delaware having to do with and covering amendments to certificates of incorporation.

IN WITNESS WHEREOF, the undersigned have executed this Certificate of Amendment and have caused the seal of said corporation to be hereunto affixed this 4th day of May, 1943.

W/ Carleton Putnam
President

X/ H. R. Bolander, Jr.
Secretary

CHICAGO AND SOUTHERN AIR LINES, INC.

(SEAL)

CHICAGO AND SOUTHERN AIR LINES, INC.
CORPORATE SEAL
1935
DELAWARE

STATE OF TENNESSEE)
) ss.
COUNTY OF SHELBY)

On this 4th day of May, 1943, before me, the subscriber, a Notary Public, duly appointed to take the proof and acknowledgment of deeds and other instruments, came Carleton Putnam, President, and H. E. Bolander, Jr., Secretary, of Chicago and Southern Air Lines, Inc., to me personally known to be the individuals described in and who executed the preceding Certificate; and they each duly acknowledged the execution of the same; and being by me each sworn, severally and each for himself do poeth and saith; that they are the said officers of CHICAGO AND SOUTHERN AIR LINES, INC., aforesaid, and that the seal affixed to the preceding Certificate is the corporate seal of said Company, and that said corporate seal and their signatures as such officers were duly affixed and subscribed to the said certificate by the authority and direction of said corporation.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal, at Memphis, Shelby County, Tennessee, the day and date first above written.

X/ Henry L. Wyman
Notary Public

My commission expires July 10, 1945.

(SIX)

HENRY L. WYMAN
NOTARY PUBLIC
SHELBY COUNTY, TENN.

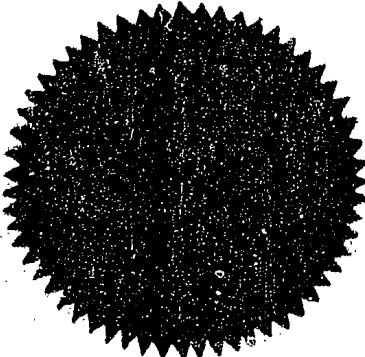
State of Delaware



Office of Secretary of State

I, *Harris B. McDowell, Jr.*, Secretary of State of the State of Delaware, do hereby certify that the above and foregoing is a true and correct copy of Certificate of Amendment of the "CHICAGO AND SOUTHERN AIR LINES, INC", as received and filed in this office the seventh day of May, A.D. 1943, at 9 o'clock A.M.

In Testimony Whereof, I have hereunto set my hand and official seal at Dover, this sixth day of September in the year of our Lord one thousand nine hundred and fifty.



Harris B. McDowell, Jr.
Secretary of State

Wesley A. Parker
Asst. Secretary of State

**CERTIFICATE OF AMENDMENT OF
CERTIFICATE OF INCORPORATION
OF**

CHICAGO AND SOUTHERN AIR LINES, INC.

The undersigned CARLETON PUTNAM and H. R. BOLANDER, JR., do hereby certify that they are, respectively, and have been at all times herein mentioned, the duly elected and acting President and Secretary of CHICAGO AND SOUTHERN AIR LINES, INC., a Delaware corporation, and they further certify that:

I.

At a meeting of the Board of Directors of said corporation held on the 21st day of July, 1943, at the hour of 10:00 o'clock A. M. of said day at the office of said corporation at the Memphis Municipal Airport, Memphis, Shelby County, Tennessee, at which meeting there were at all times present and acting three of the directors of said corporation, which number of directors constitutes a quorum and a majority of the members of said Board of Directors, the full number of which, as fixed by the Certificate of Incorporation, is five members, the following resolution was adopted:

"RESOLVED: that the first paragraph of Article Fourth of the Certificate of Incorporation of Chicago and Southern Air Lines, Inc., be, and the same hereby is, amended to read as follows:

"FOURTH. The amount of the total authorized capital stock of this corporation is Five Hundred Thousand (500,000) shares, without nominal or par value. Any and all such shares issued, and for which the full consideration has been paid or delivered, shall be deemed fully paid stock, and the holder of such shares shall not be liable for any further payment thereon."

II.

All of the directors present and acting at said meeting, to-wit: three directors, voted in favor of said resolution, constituting the vote of a majority of the votes of all of the directors of said corporation in favor of said resolution.

III.

At a special meeting of the stockholders of said corporation duly held on the 31st day of August, 1943, at the hour of 10:00 o'clock A. M. of said day at the office of said corporation at the Memphis Municipal Airport, Memphis, Shelby County, Tennessee, at which meeting there were at all times present and acting persons holding and representing in excess of fifty percent (50%) of the number of issued and outstanding shares of the capital stock of said corporation, and representing a majority of the voting power of said corporation, namely 135,387 shares of a total of 230,366 issued and outstanding shares, all of which were entitled to vote on amendments to the said Certificate of Incorporation, the following resolution was adopted:

"RESOLVED, That the first paragraph of Article Fourth of the Certificate of Incorporation of Chicago and Southern Air Lines, Inc., be, and the same hereby is, amended to read as follows:

'FOURTH. The amount of the total authorized capital stock of this corporation is Five Hundred Thousand (500,000) shares, without nominal or par value. Any and all such shares issued, and for which the full consideration has been paid or delivered, shall be deemed fully paid stock, and the holder of such shares shall not be liable for any further payment thereon.'

IV.

The total number of outstanding shares of the corporation, the holders of which were entitled to vote on amendments to the Certificate of Incorporation was 230,366 shares.

V.

The matters in this Certificate of Amendment, in reference to the resolution of the Board of Directors and the stockholders, respectively, appear of record in the minutes of the meeting of the Board of Directors of said corporation held on the 31st day of July, 1943, and in the minutes of the special meeting of the stockholders held on the 31st day of August, 1943, respectively, and are recorded and preserved in the Minute Book of said corporation.

VI.

The aforesaid amendment to the first paragraph of Article Fourth was adopted pursuant to and in accordance with the provisions of Section 26 of the Statutes of the State of Delaware having to do with and covering amendments to certificates of incorporation. The capital of the corporation will not be reduced under or by reason of said amendment.

IN WITNESS WHEREOF, the undersigned have executed this Certificate of Amendment and have caused the seal of said corporation to be hereunto affixed this 2nd day of September, 1943.

/s/ Carleton Putnam
President

/s/ H. R. Bolander, Jr.
Secretary

CHICAGO AND SOUTHERN AIR LINES, INC.

~~(SEAL)~~

CHICAGO AND SOUTHERN AIR LINES, INC.
CORPORATE SEAL
1935
DELAWARE

STATE OF TENNESSEE)
COUNTY OF SHELBY) ss.

On this 2nd day of September, 1943, before me, the subscriber, a Notary Public, duly appointed to take the proof and acknowledgment of deeds and other instruments, came Carleton Putnam, President, and H. R. Bolander, Jr., Secretary, of CHICAGO AND SOUTHERN AIR LINES, INC., to me personally known to be the individuals described in and who executed the preceding Certificate; and they each duly acknowledged the execution of the same; and being by me each sworn, severally and each for himself deposed and saith; that they are the said officers of CHICAGO AND SOUTHERN AIR LINES, INC., aforesaid, and that the seal affixed to the preceding Certificate is the corporate seal of said Company; and that said corporate seal and their signatures as such officers were duly affixed and subscribed to the said Certificate by the authority and direction of said corporation.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal, at Memphis, Shelby County, Tennessee, the day and date first above written.

/s/ Henry L. Wyman
Notary Public

My commission expires July 10, 1945.

(REMA)

HENRY L. WYMAN
NOTARY PUBLIC
SHELBY COUNTY, TENN.

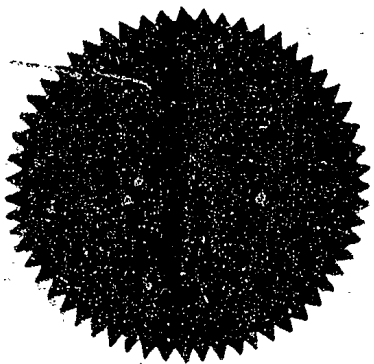
State of Delaware



Office of Secretary of State

I, Harris B. McDowell, Jr., Secretary of State of the State of Delaware, do hereby certify that the above and foregoing is a true and correct copy of Certificate of Amendment of the "CHICAGO AND SOUTHERN AIR LINES, INC.", as received and filed in this office the second day of October, A.D. 1943, at 9 o'clock A.M.

In Testimony Whereof, I have hereunto set my hand and official seal at Dover this sixth day of September in the year of our Lord one thousand nine hundred and fifty.



Harris B. McDowell, Jr.
Secretary of State

Robert L. [illegible]
Asst. Secretary of State

CERTIFICATE OF REDUCTION OF CAPITAL

OF

CHICAGO AND SOUTHERN AIR LINES, INC.

Pursuant to Section 28 of the General Corporation Law of Delaware.

We, Carleton Putnam and Edward C. Sweeney, President and Secretary, respectively, of Chicago and Southern Air Lines, Inc., a corporation organized and existing pursuant to an act of the General Assembly of the State of Delaware, entitled "An act providing a General Corporation Law," approved March 10, 1899, and the acts amendatory thereof and supplemental thereto, the Certificate of Incorporation of which was filed in the office of the Secretary of State of Delaware and recorded in the office of the Recorder of New Castle County, Delaware, on December 30, 1935, do hereby certify:

That, in accordance with the provisions of Section 28 of the said General Corporation Law, the Board of Directors of the Corporation duly adopted the following resolution at a meeting duly convened and held on Tuesday, May 10, 1939:

"RESOLVED, that Chicago and Southern Air Lines, Inc. reduce its capital by \$96,076.35 by reducing the amount of capital represented by the shares of common stock without par value of the Corporation to \$15,015 and continuing without change the amount of capital represented by the shares of convertible preference stock of the par value of \$10.00 per share of the Corporation at \$350,000, the amount of such reduction of capital to be credited to the capital surplus account on the books of the Corporation;"

That said resolution was supplemented by an identical resolution which was adopted by the holders of record of more than a majority of the total number of shares of the Corporation having voting powers at the time outstanding at a meeting of the stockholders of the Corporation duly called for the purpose upon at least ten days' notice given in accordance with the by-laws of the Corporation to said stockholders; that, in accordance with said

resolutions, the capital of the Corporation is reduced from \$461,091.35 to \$365,015 by reducing to \$15,015 the aggregate amount of capital represented by the 100,100 outstanding shares of the common stock of the Corporation without par value; and that the assets of the Corporation remaining after such reduction are sufficient to pay any debts, the payment of which has not been otherwise provided for.

WITNESS our hands and the seal of said Corporation this 23rd day of May, 1938.

CHICAGO AND SOUTHERN AIR LINES, INC.
CORPORATE SEAL
DELAWARE
1935

/s/ Carlston Putnam
President

/s/ Edward C. Sweeney
Secretary

STATE OF DELAWARE)
) ss.:
COUNTY OF NEW CASTLE)

BE IT REMEMBERED that on this 23rd day of May, A. D. 1938, before me, a Notary Public in and for the County and State aforesaid, personally came Carlston Putnam, President of CHICAGO AND SOUTHERN AIR LINES, INC., a corporation of the State of Delaware, the corporation described in and which executed the foregoing certificate, known to me personally to be such, and he, the said Carlston Putnam, as such President, duly executed said certificate before me and acknowledged the said certificate to be his act and deed and the act and deed of said Corporation; that the signature of the said President and of the Secretary of said Corporation to said foregoing certificate are in the handwriting of the said President and Secretary of said Corporation, respectively, and that the seal affixed to said certificate is the common or corporate seal of said Corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal of office the day and year aforesaid.

/s/ Harold E. Grantland
Notary Public

~~FORBIDDEN~~
HAROLD E. GRANTLAND
NOTARY PUBLIC
APPOINTED JAN. 11, 1937
STATE OF DELAWARE
TERM TWO YEARS

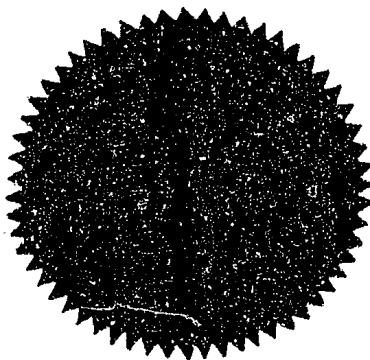
State of Delaware



Office of Secretary of State

I, Harris B. McDowell, Jr., Secretary of State of the State of Delaware, do hereby certify that the above and foregoing is a true and correct copy of Certificate of Reduction of Capital of the "CHICAGO AND SOUTHERN AIR LINES, INC.", as received and filed in this office the twenty-third day of May, A.D. 1938, at 11 o'clock A.M.

In Testimony Whereof, I have hereunto set my hand and official seal, at Dover, this sixth day of September in the year of our Lord one thousand nine hundred and fifty.



Harris B. McDowell, Jr.
Secretary of State.

Reece M. Hakes
Asst. Secretary of State

CERTIFICATE OF RETIREMENT OF PREFERENCE STOCK OF
CHICAGO AND SOUTHERN AIR LINES, INC.,
REDEEMED AND SURRENDERED ON CONVERSION

Chicago and Southern Air Lines, Inc., a corporation organized and existing under the General Corporation Law of the State of Delaware, does hereby certify as follows:

FIRST: That pursuant to the provisions of Section 27 of the General Corporation Law of the State of Delaware, as amended, and subject to and in accordance with the provisions of its Certificate of Incorporation, as amended, Three Hundred Fifteen (315) shares of its issued and outstanding convertible preference capital stock heretofore redeemed have been retired, and Thirty-two Thousand One Hundred Thirteen (32,113) shares of its issued and outstanding convertible preference capital stock heretofore surrendered on conversion have been retired.

SECOND: That in the redemption of said Three Hundred Fifteen (315) shares of convertible preference capital stock, Three Thousand One Hundred Fifty Dollars (\$3,150.00) was applied out of capital and Seven Hundred Eighty-seven Dollars and Fifty Cents (\$787.50) was applied out of surplus. That the capital of the corporation is hereby reduced by the amount of capital which was applied to such redemption, to-wit: Three Thousand One Hundred Fifty Dollars (\$3,150.00), which amount is the same as the amount of capital represented by the shares so redeemed.

THIRD: That the Certificate of Incorporation of the corporation, as amended, prohibits the reissue of said shares when so redeemed, or surrendered on conversion, and, pursuant to the provisions of Section 27 of the General Corporation Law of the State of Delaware, as amended, upon the filing and recording of this certificate as therein provided the Certificate of Incorporation of said corporation, as amended, shall be amended so as to effect a reduction in the authorized and issued convertible preference stock of the corporation to the extent of Three Hundred Twenty-four Thousand Two Hundred Eighty Dollars (\$324,280.00), being the aggregate par value of Thirty-two Thousand Four Hundred Twenty-eight (32,428) shares of such stock so redeemed and surrendered on conversion and retired.

FOURTH: That the above mentioned shares so redeemed and surrendered on conversion and retired constitute all of the outstanding shares of the convertible preference stock of said corporation. As heretofore stated, the Certificate of Incorporation of said corporation, as amended, prohibits the reissue of said shares when so redeemed and surrendered on conversion and retired, and, pursuant to the provisions of Section 27 of the General Corporation Law of the State of Delaware, as amended, upon the filing and recording of this certificate as therein provided the Certificate of Incorporation of said corporation, as amended, shall be amended so as to effect a reduction in the authorized capital stock of the corporation by the elimination therefrom of all reference to convertible preference stock.

IN WITNESS WHEREOF, said Chicago and Southern Air Lines, Inc., has caused its corporate seal to be affixed and this certificate to be signed by Carleton Putnam, its president, and H. R. Bolander, Jr., its secretary, this 13th day of January, 1943.

/s/ Carleton Putnam
President

CHICAGO AND SOUTHERN AIR LINES, INC.
CORPORATE SEAL
1935
DELAWARE

/s/ H. R. Bolander, Jr.
Secretary

~~(XXXXXXXXXX)~~

STATE OF TENNESSEE)
) ss.
COUNTY OF SHELBY)

BE IT REMEMBERED, That on this 13th day of January, A. D., 1943, personally came before me, Henry L. Wyman, a Notary Public in and for the County and State aforesaid, Carleton Putnam, President of Chicago and Southern Air Lines, Inc., a corporation of the State of Delaware, the corporation described in and which executed the foregoing certificate, known to me personally to be such and he, the said Carleton Putnam, as such President duly executed said certificate before me and acknowledged the said certificate to be his act and deed and the act and deed of said corporation; that the signatures of the President and of the Secretary of said corporation to said foregoing certificate are in the handwriting of said President and Secretary of said corporation respectively, and that the seal affixed to said certificate is the common or corporate seal of said corporation.

IN WITNESS WHEREOF, I have herunto set my hand and seal of office the day and year aforesaid.

HENRY L. WYMAN
NOTARY PUBLIC
SHELBY COUNTY, TENN.

/s/ Henry L. Wyman
Notary Public

My commission expires July 10, 1945.

~~(XXXX)~~

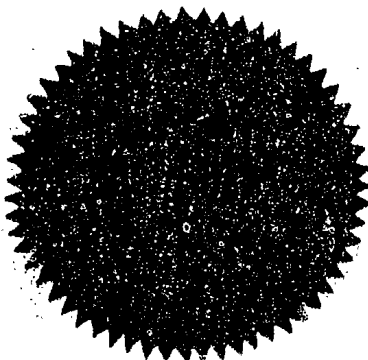
State of Delaware



Office of Secretary of State

I, Harris B. McDowell, Jr., Secretary of State of the State of Delaware, do hereby certify that the above and foregoing is a true and correct copy of Certificate of Retirement of Preferred Shares of the "CHICAGO AND SOUTHERN AIR LINES, INC.", as received and filed in this office the nineteenth day of January, A.D. 1943, at 9 o'clock A.M.

In Testimony Whereof, I have hereunto set my hand and official seal, at Dover this sixth day of September in the year of our Lord one thousand nine hundred and fifty.



Harris B. McDowell, Jr.
Secretary of State

Rebecca H. Dyer
Asst. Secretary of State

CERTIFICATE OF RETIREMENT OF PREFERENCE STOCK OF
CHICAGO AND SOUTHERN AIR LINES, INC.,
PURCHASED OUT OF SURPLUS

Chicago and Southern Air Lines, Inc., a corporation organized and existing under the General Corporation Law of the State of Delaware, does hereby certify as follows:

FIRST: That pursuant to the provisions of Section 27 of the General Corporation Law of the State of Delaware, as amended, and subject to the provisions of its Certificate of Incorporation, as amended, One Thousand Six Hundred Sixty (1660) shares of its issued and outstanding convertible preference capital stock heretofore purchased out of surplus have been retired.

SECOND: That the capital of the corporation is hereby reduced by the amount of capital represented by the shares so retired, to-wit: Sixteen Thousand Six Hundred Dollars (\$16,600.00).

THIRD: That the Certificate of Incorporation of the corporation, as amended, prohibits the reissue of said shares when so purchased and retired; and, pursuant to the provisions of Section 27 of the General Corporation Law of the State of Delaware, as amended, upon the filing and recording of this certificate as therein provided the Certificate of Incorporation of said corporation, as amended, shall be amended so as to effect a reduction in the authorized convertible preference capital stock of the corporation to the extent of Sixteen Thousand Six Hundred Dollars (\$16,600.00), being the aggregate par value of One Thousand Six Hundred Sixty (1660) shares of such stock so purchased and retired.

IN WITNESS WHEREOF, said Chicago and Southern Air Lines, Inc., has caused its corporate seal to be affixed and this certificate to be signed by Carleton Putnam, its President, and H. R.

Bolander, Jr., its Secretary, this 29th day of October, 1942.

CHICAGO AND SOUTHERN AIR LINES, INC.
CORPORATE SEAL
DELAWARE
1935

/s/ Carleton Putnam
President

~~(CORPORATE SEAL)~~

/s/ H. R. Bolander, Jr.
Secretary

STATE OF TENNESSEE)
) ss.
COUNTY OF SHELBY)

BE IT REMEMBERED, That on this 29th day of October, A. D. 1942, personally came before me, Henry L. Wyman, a Notary Public in and for the County and State aforesaid, Carleton Putnam, President of Chicago and Southern Air Lines, Inc., a corporation of the State of Delaware, the corporation described in and which executed the foregoing certificate, known to me personally to be such and he, the said Carleton Putnam, as such President duly executed said certificate before me and acknowledged the said certificate to be his act and deed and the act and deed of said corporation; that the signatures of the President and of the Secretary of said corporation to said foregoing certificate are in the handwriting of said President and Secretary of said corporation respectively, and that the seal affixed to said certificate is the common or corporate seal of said corporation.

IN WITNESS WHERE OF, I have hereunto set my hand and seal of office the day and year aforesaid.

/s/ Henry L. Wyman
Notary Public

My commission expires July 10, 1945.

~~(SEAL)~~

HENRY L. WYMAN
NOTARY PUBLIC
SHELBY COUNTY, TENN.

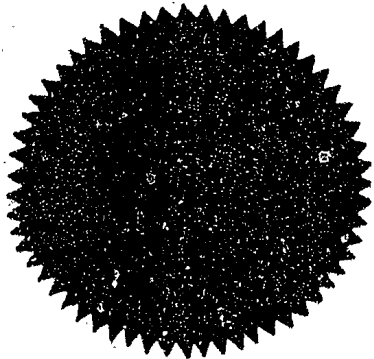
State of Delaware



Office of Secretary of State

I, Harris B. McDowell, Jr., Secretary of State of the State of Delaware, do hereby certify that the above and foregoing is a true and correct copy of Certificate of Retirement of Preferred Shares of the "CHICAGO AND SOUTHERN AIR LINES, INC.", as received and filed in this office the fourth day of November, A.D. 1942, at 9 o'clock A.M.

In Testimony Whereof, I have hereunto set my hand and official seal at Dover, this sixth day of September in the year of our Lord one thousand nine hundred and fifty.



Harris B. McDowell, Jr.

Secretary of State

Hebbie V. Archer

Asst. Secretary of State

CERTIFICATE OF RETIREMENT OF PREFERRED STOCK OF
CHICAGO AND SOUTHERN AIR LINES, INC.
PURCHASED OUT OF SURPLUS

Chicago and Southern Air Lines, Inc., a corporation organized and existing under the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY as follows:

FIRST: That pursuant to the provisions of Section 27 of the General Corporation Law of the State of Delaware as amended, and subject to the provisions of its Certificate of Incorporation, as amended, Nine Hundred Twelve (912) shares of its issued and outstanding convertible preference capital stock heretofore purchased out of surplus have been retired.

SECOND: That the capital of the corporation is hereby reduced by the amount of capital represented by the shares so retired, to-wit: Nine Thousand One Hundred Twenty Dollars (\$9,120.00).

THIRD: That the Certificate of Incorporation of the corporation, as amended, prohibits the reissue of said shares when so purchased and retired; and, pursuant to the provisions of Section 27 of the General Corporation Law of the State of Delaware as amended, upon the filing and recording of this certificate as therein provided the Certificate of Incorporation of said corporation, as amended, shall be amended so as to effect a reduction in the authorized convertible preference capital stock of the corporation to the extent of Nine Thousand One Hundred Twenty Dollars (\$9,120.00), being the aggregate par value of nine hundred twelve (912) shares of such stock so purchased and retired.

IN WITNESS WHEREOF, said Chicago and Southern Air Lines, Inc. has caused its corporate seal to be affixed and this certificate to be signed by A. Culbert, its Vice President, and D. D. Walker, its Secretary, this 6th day of January 1940.

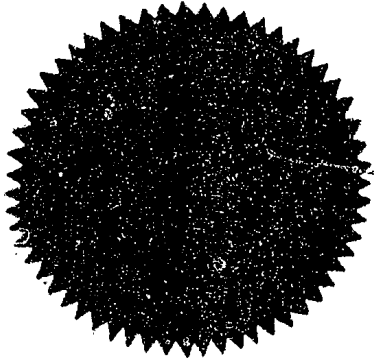
State of Delaware



Office of Secretary of State

J. Harris B. McDowell, Jr., Secretary of State of the State of Delaware,
do hereby certify that the above and foregoing is a true and correct copy of
Certificate of Retirement of Preferred Shares of the "CHICAGO AND
SOUTHERN AIR LINES, INC.", as received and filed in this office
the tenth day of January, A.D. 1940, at 1 o'clock P.M.

In Testimony Whereof, I have hereunto set my hand
and official seal at Dover, this sixth day
of September in the year of our Lord
one thousand nine hundred and fifty.



Harris B. McDowell, Jr.
Secretary of State

Herbert H. Porter
Asst. Secretary of State

CERTIFICATE OF AMENDMENT OF
CERTIFICATE OF INCORPORATION OF
CHICAGO AND SOUTHERN AIR LINES, INC.

Albert J. Berling *R. S. Mauer*
The undersigned, ~~Harvey L. Williams~~ and ~~Erma Murray~~, do hereby certify that they are, respectively, and have been at all times herein mentioned, the duly elected and acting ~~Executive~~ Vice President and ~~Assistant~~ Secretary of Chicago and Southern Air Lines, Inc., a Delaware Corporation, and they further certify that:

I.

At a meeting of the Board of Directors of said corporation held on the 10th day of April, 1946, at the hour of 3:00 P.M. of said day at the office of said Corporation at the Memphis Municipal Airport, Memphis, Shelby County, Tennessee, at which meeting there were at all times present and acting three of the directors of said Corporation, which number of directors constitutes a quorum and a majority of the members of said Board of Directors, the full number of which, as fixed by the Certificate of Incorporation is five members, the following resolution was adopted:

"RESOLVED, That the first paragraph of Article Fourth of the Certificate of Incorporation of Chicago and Southern Air Lines, Inc., be, and the same hereby is, amended to read as follows:

'FOURTH: The amount of the total authorized capital stock of this Corporation is six hundred and fifty thousand (650,000) shares, without nominal or par value. Any and all such shares issued, and for which the full consideration has been paid or delivered, shall be deemed fully paid stock, and the holder of such shares shall not be liable for any further payment thereon.'

"FURTHER RESOLVED, That the aforementioned amendment to the Certificate of Incorporation of the Corporation, as amended, is advisable, and that at the annual meeting of the stockholders of the Corporation to be held at the office of the corporation, located at the Memphis Municipal Airport, Memphis, Shelby County, Tennessee, on the 7th day of May, 1946, at 2:00 o'clock P.M., the stockholders of the corporation should consider such amendment to the Certificate of Incorporation of the Corporation, in the manner and form hereinabove set forth; and

"FURTHER RESOLVED, That the proper officers of the Corporation, in the event the stockholders approve the aforesaid proposed amendment to the Certificate of Incorporation, as amended; be, and they hereby are, authorized to file, or cause to be filed, the necessary certificate effecting such amendment with the Secretary of State of the State of Delaware and record or cause the same to be recorded, at the office of the Recorder for New Castle County, Delaware, and to have filed and recorded the same in such other office or offices as may be deemed necessary or proper."

II.

All of the directors present and acting at said meeting, to wit: Three directors, voted in favor of said resolution, constituting a vote of a majority of the votes of all of the directors of said corporation in favor of said resolution.

III.

At the annual meeting of the stockholders of said corporation duly held on the 7th day of May, 1946, at the hour of 2:00 o'clock P. M. of said day, at the office of said corporation at the Memphis Municipal Airport, Memphis, Shelby County Tennessee, at ^{which time said} ~~which time said~~ meeting there were at all times present and acting, persons holding and representing in excess of fifty per cent (50%) of the number of issued and outstanding shares of the capital stock of said corporation, and representing a majority of the voting power of said corporation, namely 180,493 shares of a total of 339,326 issued and outstanding shares, all of which were entitled to vote on amendments to the said Certificate of Incorporation, the following resolution was adopted:

"RESOLVED, That the first paragraph of Article Fourth of the Certificate of Incorporation of Chicago and Southern Air Lines, Inc., be, and the same hereby is, amended to read as follows:

'FOURTH: The amount of the total authorized capital stock of this Corporation is six hundred and fifty thousand (650,000) shares, without nominal or par value. Any and all such shares issued, and for which the full consideration has been paid or delivered, shall be deemed fully paid stock, and the holder of such shares shall not be liable for any further payment thereon.'

"FURTHER RESOLVED, That the proper officers of the Corporation be, and they hereby are, authorized to file, or cause to be filed, the necessary certificate effecting such amendment with the Secretary of State of the State of Delaware and record or cause the same to be recorded, at the office of the Recorder for New Castle County, Delaware, and to have filed and recorded the same in such other office or offices as may be deemed necessary or proper."

IV.

The total number of outstanding shares of the Corporation the holders of which were entitled to vote on amendments to the Certificate of Incorporation was 339,326 shares.

V.

The matters in this Certificate of Amendment in reference to the resolution of the Board of Directors and the stockholders, respectively, appear of record in the minutes of the meeting of the Board of Directors of said corporation held on the 10th day of April, 1946, and in the minutes of the annual meeting of the stockholders held on the 7th day of May, 1946, respectively, and are recorded and preserved in the minute book of said corporation.

VI.

The aforesaid amendment to the first paragraph of Article Fourth was adopted pursuant to and in accordance with the provisions of Section 26 of the statutes of the State of Delaware having to do with and covering amendments to certificates of incorporation. The capital of the corporation will not be reduced under or by reason of said amendment.

IN WITNESS WHEREOF the undersigned have executed this Certificate of Amendment and have caused the seal of the said corporation to be hereunto affixed this 18th day of May, 1946.

Albert J. Earling
Vice President

R. S. Maurer
Secretary

CHICAGO AND SOUTHERN AIR LINES, INC.
CORPORATE SEAL
1935
DELAWARE

STATE OF TENNESSEE }
COUNTY OF SHELBY } SS.

On this 18th day of May, 1946, before me, the subscriber, a Notary Public, duly appointed to take the proof and acknowledgment of these and other instruments, came Albert J. Earling, Vice President, and R. S. Maurer, Secretary of Chicago and Southern Air Lines, Inc., to me personally known to be the individuals described in and who executed the preceding certificate and they each duly acknowledge the execution of the same, and being by me each sworn severally and each for himself deponeth and saith:

That they are the said officers of Chicago and Southern Air Lines, Inc., aforesaid, and that the seal affixed to the preceding certificate is the corporate seal of said company, and that said corporate seal and their signatures as such officers were duly affixed and subscribed to the said certificate by the authority and direction of said corporation.

IN TESTIMONY WHEREOF I have hereunto set my hand and affixed my official seal at Memphis, Shelby County, Tennessee, the day and date first above written.

G. S. McIntyre
Notary Public

G. S. McINTYRE
NOTARY PUBLIC
SHELBY COUNTY, TENNESSEE

My commission expires
October 3, 1948

State of Delaware



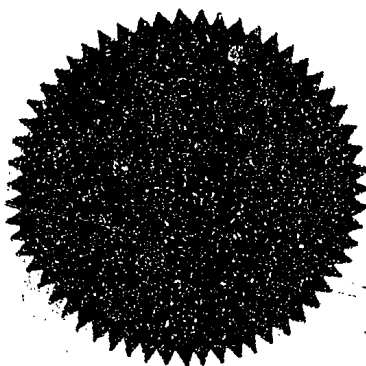
Office of Secretary of State

I, *Harris B. McDowell, Jr.*, Secretary of State of the State of Delaware, do hereby certify that the above and foregoing is a true and correct copy of Certificate of Amendment of the "CHICAGO AND SOUTHERN AIR LINES, INC.", as received and filed in this office the twentieth day of May, A.D. 1946, at 10 o'clock A.M.

In Testimony Whereof, I have hereunto set my hand and official seal at Dover, this sixth day of September in the year of our Lord one thousand nine hundred and fifty.

Harris B. McDowell
Secretary of State

Heavenly Power
Asst. Secretary of State



THE TRUST COMPANY

CITIZEN SYSTEM

REGISTERED WITH C.T. CORPORATION SYSTEM

ALBANY	ATLANTA	WASHINGTON
BOSTON	CLEVELAND	CHICAGO
CINCINNATI	DOVER, DEL.	DALLAS
DETROIT	LOS ANGELES	MINNEAPOLIS
NEW YORK	PHILADELPHIA	PITTSBURGH
PORTLAND, ME.	SAN FRANCISCO	SEATTLE
ST. LOUIS	WASHINGTON	WILMINGTON, DEL.

WILMINGTON 99,
100 WEST 10th STREET
WILMINGTON, DEL.

September 6, 1950

RE: CHICAGO AND SOUTHERN AIR LINES, INC.

Secretary of State
Frankfort, Kentucky

Dear Sir:

As instructed by our St. Louis Office, we are sending you herewith one copy each of Certificate of Incorporation, seven different Certificates of Amendment, Certificate of Reduction and three different Certificates of Retirement of the above company duly certified by the Secretary of State of Delaware. Kindly hold these papers in your office pending receipt of qualification papers from our St. Louis Office.

We trust that these certificates will reach you promptly and in good order.

Very truly yours,

THE CORPORATION TRUST COMPANY

C. S. Peabbles
C. S. Peabbles
Secretary

GEORGE W. HATCHER
SECRETARY OF STATE

RECEIVED

SEP 8 1950

7 8 9 10 11 12 1 2 3 4 5 6

SMBrown:sh
Enc.

ALBANY	ATLANTA	BALTIMORE
BOSTON	BUFFALO	CHICAGO
CINCINNATI	CLEVELAND	DALLAS
DETROIT	DOVER, DEL.	JERSEY CITY
NEW YORK	LOS ANGELES	MINNEAPOLIS
PORTLAND, ME.	PHILADELPHIA	PITTSBURGH
ST. LOUIS	SAN FRANCISCO	SEATTLE
WASHINGTON	WILMINGTON, DEL.	

ST. LOUIS 2.
314 NORTH BROADWAY
CHESTNUT 1220

✓ RE: CHICAGO AND SOUTHERN AIR LINES, INC.

September 5, 1950

Department of State
Corporation Division
Frankfort, Kentucky

Gentlemen:

We enclose executed Statement of Corporation for qualifying the above company in Kentucky and our check in the amount of \$40.00 to cover filing fees. Our Wilmington, Delaware, office is sending you a certified copy of the Certificate of Incorporation and Amendment for this company and when received will you kindly place the papers on file and wire this office (St. Louis) collect the date of qualification.

Thank you for your courtesy in this matter.

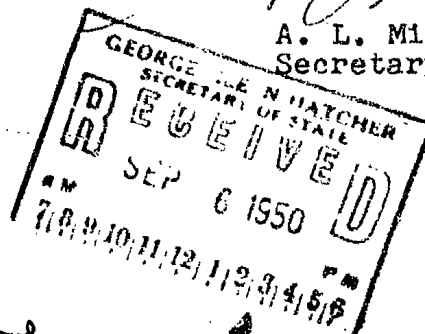
Very truly yours,

C T CORPORATION SYSTEM

A. L. Miller
A. L. Miller
Secretary

ALM:mc

Enc.



*ok issue
- send telegram
date Sept 8*

*check name
Hold until bal.
of papers rec'd
wire C.T.S*