

STATEMENT OF CHANGE OF REGISTERED OFFICE  
OR REGISTERED AGENT, OR BOTH,  
OF

PEOPLE EXPRESS AIRLINES, INC.

To the Secretary of State  
of the State of Rhode Island

Pursuant to the provisions of Section 7-1.1-107 of the General Laws, 1956, as  
(Insert "7-1.1-12" if a domestic corporation, or "7-1.1-107" if a foreign corporation.)  
amended, the undersigned corporation, organized under the laws of the State of  
Delaware, submits the following statement for the purpose of changing its  
registered office or its registered agent, or both, in the State of Rhode Island:

FIRST: The name of the corporation is  
PEOPLE EXPRESS AIRLINES, INC.

SECOND: The address of its present registered office is  
none

THIRD: The address to which its registered office is to be changed is  
123 Dyer Street, Providence, R. I. 02903

FOURTH: The name of its present registered agent is  
none

FIFTH: The name of its successor registered agent is  
C T CORPORATION SYSTEM

SIXTH: The address of its registered office and the address of the business office of  
its registered agent, as changed, will be identical.

SEVENTH: Such change was authorized by resolution duly adopted by its board of  
directors.

Dated November 4, 19 87

PEOPLE EXPRESS AIRLINES, INC.

By *X Sam E. Ashmore*  
Its Vice President

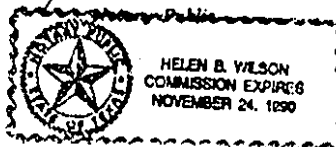
STATE OF TEXAS }  
COUNTY OF HARRIS } SC.

At *Houston, Texas* in said county on this *24th* day  
of *November*, 19 87, personally appeared before me  
*Sam E. Ashmore*, who, being by me first duly sworn, declared that he  
is the *Vice President* of PEOPLE EXPRESS AIRLINES, INC.  
that he signed the foregoing document as *Vice President* of the  
corporation, and that the statements therein contained are true.

(NOTARIAL SEAL)

*APR 2 1988*  
*DEC 2 1987*  
*DBN*

*Helen B. Wilson*



FORM 9

(R.I. - 2131 - 12/9/86)