

Filing fee: \$50.00
License fee: \$15.00 minimum
(Section 7-1.1-124)

APPLICATION FOR
CERTIFICATE OF AUTHORITY
OF

SCHEDULED AIRLINES TRAFFIC OFFICES, INC.

To the Secretary of State
of the State of Rhode Island

Pursuant to the provisions of Section 7-1.1-103 of the General Laws, 1956, as amended, the undersigned corporation hereby applies for a Certificate of Authority to transact business in the State of Rhode Island, and for that purpose submits the following statement:

FIRST: The name of the corporation is ~~SCHEDULED AIRLINES TRAFFIC OFFICES, INC.~~
Scheduled Airlines Traffic Offices, Inc.

SECOND: The name which it elects to use in Rhode Island is N/A

(If the name of the corporation does not contain the word "corporation," "company," "incorporated," or "limited," or an abbreviation of one of such words, insert the name of the corporation with the word or abbreviation which it elects to add thereto for use in Rhode Island;)

THIRD: It is incorporated under the laws of Delaware

FOURTH: The date of its incorporation is December 2, 1985 and the period of its duration is perpetual

FIFTH: The address of its principal office in the state or country under the laws of which it is incorporated is Corporation Trust Center, 1209 Orange St., Wilmington, DE 19801

SIXTH: The address of its proposed registered office in Rhode Island is 111 Westminster Street, Providence, R.I. 02903 and the name of its proposed registered agent in Rhode Island at that address is C T CORPORATION SYSTEM

SEVENTH: The purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are

The Corporation will manage and administer an airline industry travel service distribution channel which will provide travel services to the U.S. Government worldwide. In addition to providing peacetime transportation services to the Department of Defense and other Government Agencies, the Corporation will arrange for individual and group passenger and cargo transportation services during periods of national emergencies and other mobilizations, and will make its services available in all such national defense transportation programs.

The Corporation may engage in any lawful act or activity for which corporations may be qualified in Rhode Island.

EIGHTH: The names and respective addresses of its directors and officers are:

<u>Name</u>	<u>Office</u>	<u>Address</u>
See Attached Rider	Director	
	Director	
	Director	
See Attached Rider	President	
	Vice President	
	Secretary	
	Treasurer	

NINTH: The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value per Share or Statement that Shares are without Par Value</u>
30	Common	---	\$1.00

TENTH: The aggregate number of its issued shares, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value per Share or Statement that Shares are without Par Value</u>
20	Common	---	\$1.00

ELEVENTH: An estimate of the value of all property to be owned by it for the following year, wherever located, is \$ 50,000

TWELFTH: An estimate of the value of its property to be located within Rhode Island during such year is \$ 1,000

THIRTEENTH: An estimate of the gross amount of business to be transacted by it during such year is \$ 1,113,000,000

FOURTEENTH: An estimate of the gross amount of business to be transacted by it at or from places of business in Rhode Island during such year is \$ 1,000

FIFTEENTH: This Application is accompanied by a copy of its articles of incorporation and all amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated April 7, 19 86

SCHEDULED AIRLINES TRAFFIC OFFICES, INC.
[Exact Corporate Name of Corporation Making Application]

By Aden D. Riffin
Its President
Aden D. Riffin
and Kathleen E. Crozier
Its Secretary
Kathleen E. Crozier

STATE OF Washington, D.C. }
COUNTY OF } SC.

At the District of Columbia ~~in said County~~ on the 7th day
of April 19 86, before me personally appeared
Aden D. Riffin, who being by me first duly sworn, declared that
he is the President of SCHEDULED AIRLINES TRAFFIC OFFICES, INC.
that he signed the foregoing document as such President of the
corporation, and that the statements therein contained are true.

M. Andrea Hibbard
My Commission Expires May 31, 1986 Notary Public

(NOTARIAL SEAL)

SCHEDULED AIRLINES TRAFFIC OFFICES, INC.

OFFICERS AND DIRECTORS

OFFICERS:

<u>NAMES</u>	<u>TITLES</u>	<u>ADDRESSES</u>	<u>TERM OF OFFICE</u>
Aden D. Riggan	President & General Manager	9407 Goshen Lane Burke, Virginia 22015	Indefinite
Kathleen E. Crozier	Secretary	809 West Broad Street Apartment 307 Falls Church, Virginia 22046	Indefinite

DIRECTORS: (Terms Expire: 12/3/86)

<u>NAMES</u>	<u>ADDRESSES</u>
Paul A. Barabe	4239 One Ninety-Second Court, Southeast Issaquah, Washington 98027
Chris Slagle	127 East 14th Street Tempe, Arizona 85281
Mervyn Barry Bollinger	13904 Rollingwood, Apartment 1205 Euless, Texas 76040
Reid P. Weddle	4505 Boston Drive Plano, Texas 75075
Drake Hiller	5602 Pinewood Springs Drive Houston, Texas 77066
Lois Edward Maloney	6166 Graceland Circle Morrow, Georgia 30260
Thomas S. Levine	958 Mockingbird Lane Plantation, Florida 33324
Clay R. Blaylock	2301 South Elm Drive Denver, Colorado 80222
Jeff Spear	4052 North Belt Line, #219 Irving, Texas 75038

Martin I. Reilly	4609 Central Avenue Western Springs, Illinois 60558
Steve W. Dowling	4632 Beacon Hill Egan, Minnesota 55122
William H. Zugenbuehler	500 Iris Lane Kirkwood, Missouri 63122
Bernard A. Bramson	1353 McBeth Street McLean, Virginia 22102
Terence D. Ehlich	6050 Melody Lane, #353 Dallas, Texas 75231
Ann M. Hathaway	1494 Scheffer Avenue St. Paul, Minnesota 55116
Charles L. Dixon	9304 Crooked Creek Drive Shreveport, Louisiana 71118
Aden D. Riggin	9407 Goshen Lane Burke, Virginia 22015
Phillip Watkiss	Route 1, Rose Garden Estates McKinney, Texas 75069
William J. Pierce, Jr.	2186 Fifth Avenue New York, New York 10037
Art Welch	4420 Windhaven Lane Dallas, Texas 75252
Thomas B. Healy	613 Magnolia Circle Lombard, Illinois 60148
Joseph Cardassi	3018 Covington Street Fairfax, Virginia 22031
Sharon K. McCann	20039 Gilbert Drive Canyon Country, California 91351
Donald M. Daly	3601 Affirmed Way Carmichael, California 95608



Office of Secretary of State

I, MICHAEL HARKINS, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF SCHEDULED AIRLINES TRAFFIC OFFICES, INC. FILED IN THIS OFFICE ON THE SECOND DAY OF DECEMBER, A.D. 1985, AT 10 O'CLOCK A.M.

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Michael Harkins
Michael Harkins, Secretary of State

AUTHENTICATION: 10783335

DATE: 04/10/1986

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