

CERTIFICATE OF INCORPORATION
OF

Air Ghislaine, Inc.

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The name of the corporation is:
Air Ghislaine, Inc.

2. The address of its registered office in the State of Delaware is Corporation Trust Center, 1209 Orange Street, in the City of Wilmington, County of New Castle. The name of its registered agent at such address is The Corporation Trust Company.

3. The nature of the business or purposes to be conducted or promoted is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

4. The total number of shares of stock which the corporation shall have authority to issue is fifteen hundred shares (1,500); all of such shares shall be at (.01) penny par value

5. The name and mailing address of each incorporator is as follows:

<u>NAME</u>	<u>MAILING ADDRESS</u>
Darren Indyke	J Epstein & Company Inc. 457 Madison Avenue New York, NY 10022

6. The corporation is to have perpetual existence.

7. In furtherance and not in limitation of the powers conferred by statute, the board of directors is expressly authorized to make, alter or repeal the by-laws of the corporation.

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CI CORPORATION

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