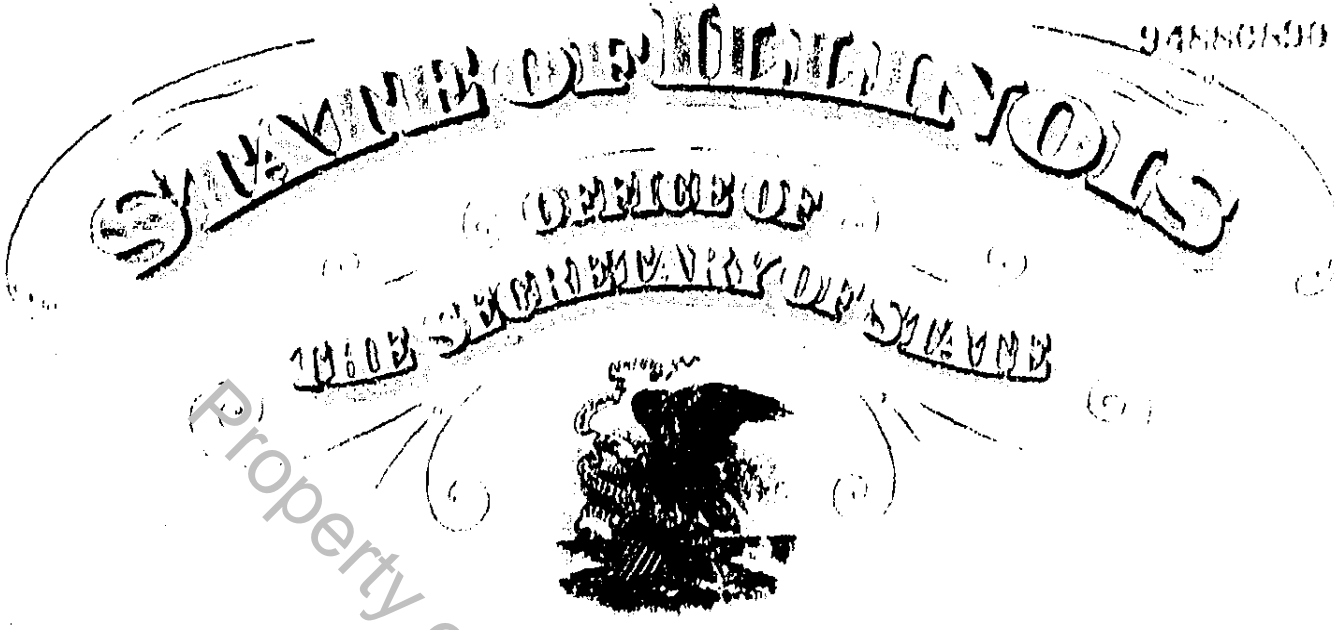


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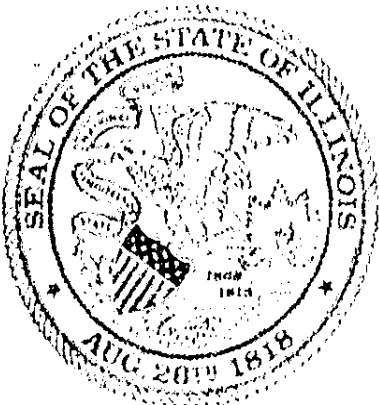


Whereas,

APPLICATION FOR CERTIFICATE OF AUTHORITY TO TRANSACT BUSINESS IN THIS STATE OF VANGUARD AIRLINES, INC. INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE HAS BEEN FILED IN THE OFFICE OF THE SECRETARY OF STATE AS PROVIDED BY THE BUSINESS CORPORATION ACT OF ILLINOIS, IN FORCE JULY 1, A.D. 1984.

Now Therefore, I, George H. Ryan, Secretary of State of the State of Illinois, by virtue of the powers vested in me by law, do hereby issue this certificate and attach hereto a copy of the Application of the aforesaid corporation.

In Testimony Whereof, I hereto set my hand and cause to be affixed the Great Seal of the State of Illinois, at the City of Springfield, this 11TH day of OCTOBER A.D. 1994 and of the Independence of the United States the two hundred and 19TH



George H Ryan
 SECRETARY OF STATE
 3/4

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APPLICATION FOR CERTIFICATE
OF AUTHORITY TO
TRANSACTION BUSINESS IN ILLINOIS

SUBMIT IN DUPLICATE

George H. Ryan
Secretary of State
Department of Business Services

FILED

This space for use by
Secretary of State

Date 10/11/94
License Fee \$
Franchise Tax \$ 25.00
Filing Fee \$ 75.00
Penalties \$
Approved: [Signature] \$ 100.00

Payment must be made by certified check, cashier's check, Illinois attorney's check, Illinois C.P.A.'s check or money order, payable to "Secretary of State."

OCT 11 1994
GEORGE H. RYAN
SECRETARY OF STATE

- 1. (a) CORPORATE NAME: Vanguard Airlines, Inc.
(Complete item 1 (b) only if the corporate name is not available in this state.)
- (b) ASSUMED CORPORATE NAME: _____
(By electing this assumed name, the corporation hereby agrees NOT to use its corporate name in the transaction of business in Illinois. Form BCA 4.19 is attached.)

- 2. (a) State or Country of Incorporation: Delaware
- (b) Date of Incorporation: April 25, 1994
- (c) Period of Duration: perpetual

- 3. (a) Address of the principal office, wherever located: 4121 West 83rd Street,
Suite 101
Prairie Village, KS 66208
- (b) Address of principal office in Illinois: None

- 4. Name and address of the registered agent and registered office in Illinois: DEPT-01 RECORDING \$27.00
142222 TRAN 9587 10/13/94 15:26:00
22708 4 KE * -94-880890
COOK COUNTY RECORDER

EXPEDITED

Registered Office
OCT 11 1994

The Prentice-Hall Corporation System, Inc.
First Name Middle Name Last Name
33 North LaSalle Street
Number Street Suite #
Chicago, Illinois 60602
City Zip Code Cook County

SECRETARY OF STATE

- 5. States and countries in which it is admitted or qualified to transact business: Kansas

- 6. Names and residential addresses of officers and directors: See attached list.
- | Name | No. & Street | City | State | Zip |
|-----------|--------------|------|-------|-----|
| President | | | | |
| Secretary | | | | |
| Director | | | | |
| Director | | | | |
| Director | | | | |

2700

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7. Purpose or purposes proposed to be pursued in transacting business in this state:

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TO ENGAGE IN ANY LAWFUL ACT OR ACTIVITY FOR WHICH A CORPORATION MAY BE ORGANIZED UNDER THE GENERAL CORPORATION LAW OF THE STATE OF DELAWARE, AND PERMITTED BY THE ILLINOIS BUSINESS CORPORATION ACT.

B. Authorized and issued shares:

Class	Series	Par Value	Number of Shares Authorized	Number of Shares Issued
Common		\$.001	15,000,000	433,333
Preferred	Series A	\$.001	2,000,000	2,000,000
Preferred	Series B	\$.001	4,000,000	3,641,043

9. Paid-in Capital: \$ 5,941,405

(*Paid-in Capital" applies the terms Stated Capital & Paid-in Surplus and is equal to the total of these accounts.)

10. (a) Give an estimate of the total value of all the property* of the corporation for the following year: \$ 5,600,000
- (b) Give an estimate of the total value of all the property* of the corporation for the following year that will be located in Illinois: \$ 10,000
- (c) State the estimated total business of the corporation to be transacted by it everywhere for the following year: \$ 30,000,000
- (d) State the estimated annual business of the corporation to be transacted by it at or from places of business in the State of Illinois: \$ 10,000

11. Interrogatories:

- (a) Office or offices to which all contracts with the corporation are forwarded for final acceptance: See Item 3(a)
- (b) Number of shares of all classes owned by residents of Illinois: -0-
- (c) Number of shares of all classes owned by non-residents of Illinois: See Item 5
- (d) Is the corporation transacting business in this state at this time? No
- (e) If the answer to item 11(d) is yes, state the exact date on which it commenced to transact business in Illinois: 94880899

12. This application is accompanied by a copy of the articles of incorporation, as amended, duly authenticated, within the last ninety (90) days, by the proper officer of the state or country wherein the corporation is incorporated.

13. The undersigned corporation has caused this statement to be signed by its duly authorized officers, each of whom affirms, under penalties of perjury, that the facts stated herein are true.

Dated October 3, 19 94 Vanguard Airlines, Inc.
(Exact Name of Corporation)

attested by Robert J. McAdoo
(Signature of Secretary or Assistant Secretary)
Robert J. McAdoo
Secretary
(Type or Print Name and Title)

by Robert J. McAdoo
(Signature of President or Vice President)
Robert J. McAdoo
President and Chief Executive Officer
(Type or Print Name and Title)

*PROPERTY as used in this application shall apply to all property of the corporation, real, personal, tangible, intangible, or mixed without qualifications.

When the response to #11(a) lists ONLY an Illinois address, then the total business as reflected in #10(c) is also considered to be Illinois business for the purpose of computing the Illinois allocation factor. By signing this application, the corporation affirms that it is aware that the amount of paid-in capital, and consequently the amount of license fees and franchise taxes, may be proportionately higher due to the Illinois address shown under #11(a).

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VANGUARD AIRLINES, INC. OFFICERS

<u>Name/Address</u>	<u>Title</u>
Robert J. McAdoo c/o Vanguard Airlines, Inc. 4121 W. 83rd Street, Ste. 101 Prairie Village, KS 66208	President and Secretary
Fred deLeeuw c/o Vanguard Airlines, Inc. 4121 W. 83rd Street, Ste. 101 Prairie Village, KS 66208	Vice President and Treasurer
Ronald L. McClellan c/o Vanguard Airlines, Inc. 4121 W. 83rd Street, Ste. 101 Prairie Village, KS 66208	Vice President
B. Michael Bristow c/o Vanguard Airlines, Inc. 4121 W. 83rd Street, Ste. 101 Prairie Village, KS 66208	Vice President

DIRECTORS

Robert J. McAdoo
c/o Vanguard Airlines, Inc.
4121 W. 83rd Street, Ste. 101
Prairie Village, KS 66208

Edmund F. Shea, Jr.
c/o J.F. Shea & Co.
655 Brea Canyon Road
Walnut, CA 91789

William R. Hambrecht
c/o Hambrecht & Quist
One Bush Street
San Francisco, CA 94104

Kenneth J. Wagnon
c/o Capital Enterprises, Inc.
300 North Main, Suite 200
Wichita, KS 67202

David Golden
c/o Hambrecht & Quist
One Bush Street
San Francisco, CA 94104

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