

90-X70

United States District Court
SOUTHERN DISTRICT OF FLORIDA

TO: JEJE INC
103 Foulk Road, Suite 202
Wilmington, DE 19803

**SUBPOENA TO TESTIFY
BEFORE GRAND JURY**
FGJ 05-02(WPB)-Fri./No. OLY-06

SUBPOENA FOR:

PERSON

DOCUMENTS OR OBJECT[S]

YOU ARE HEREBY COMMANDED to appear and testify before the Grand Jury of the United States District Court at the place, date and time specified below.

PLACE: Palm Beach County Courthouse Juvenile Courts Building 205 N. Dixie Highway West Palm Beach, Florida 33401 (Temporary location for the United States District Courthouse, West Palm Beach)	ROOM: Room 4-A
	DATE AND TIME: August 18, 2006 9:00am

YOU ARE ALSO COMMANDED to bring with you the following document(s) or object(s):

For the period of January 1, 2004 to the present, all flight data records, all records of incoming and outgoing flights to Palm Beach International Airport, and all passenger manifests for Boeing Aircraft N908JE, Model 727-31.

All records relating to the ownership of Boeing Aircraft N908JE, Model 727-31.

All records relating to the creation, incorporation, and management of JEJE Inc., including but not limited to shareholder names, names of board members, and employee names.

Please coordinate your compliance of this subpoena and confirm the date and time of your appearance with Special Agent [REDACTED] Federal Bureau of Investigation, Telephone: [REDACTED].

Please see additional information on reverse

This subpoena shall remain in effect until you are granted leave to depart by the court or by an officer acting on behalf of the court.

CLERK		DATE:
(BY) DEPUTY CLERK		August 2, 2006

This subpoena is issued upon application of the United States of America

Name, Address and Phone Number of Assistant U.S. Attorney
[REDACTED] Assistant U.S. Attorney
500 So. Australian Avenue, Suite 400
West Palm Beach, FL 33401-6235
Tel: [REDACTED]
Fax: [REDACTED]

LAW OFFICES

LYONS AND SANDERS

CHARTERED

DALE R. SANDERS *
BRUCE M. LYONS **
HOWARD L. GREITZER

EDWARD D. BERGER
(1959-1987)

*ALSO ADMITTED IN WYOMING
**ALSO ADMITTED IN COLORADO

600 NORTHEAST 3RD AVENUE
FORT LAUDERDALE, FLORIDA 33304



MAILING ADDRESS
P. O. BOX 1778
FORT LAUDERDALE, FL 33302-1778

September 6, 2006

VIA US MAIL

Ms. [REDACTED]
505 South Flagler Drive
Ste. 500
West Palm Beach, Florida 33401

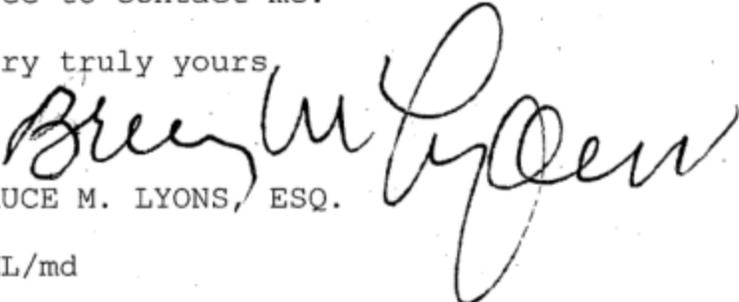
Re: JEGE, Inc. and HIPERION AIR, Inc.

Dear Ms. [REDACTED]:

Enclosed please find copies of various documents, originally sent by my office on September 1, 2006, pertaining to the above referenced subject. These documents are in addition to the documents previously sent by my office on August 31, 2006, regarding your request for records relating to the above referenced entities.

If you have any questions regarding the above, please feel free to contact me.

Very truly yours,


BRUCE M. LYONS, ESQ.

BML/md

Enclosures

LAW OFFICES

LYONS AND SANDERS

CHARTERED

DALE R. SANDERS *
BRUCE M. LYONS **
HOWARD L. GREITZER

EDWARD D. BERGER
(1959-1987)

*ALSO ADMITTED IN WYOMING
**ALSO ADMITTED IN COLORADO

600 NORTHEAST 3RD AVENUE
FORT LAUDERDALE, FLORIDA 33304
TELEPHONE [REDACTED]
TELEFAX [REDACTED]

MAILING ADDRESS
P. O. BOX 177B
FORT LAUDERDALE, FL 33302-177B

September 1, 2006

VIA US MAIL

Ms. [REDACTED]
505 South Flagler Drive
Ste. 500
West Palm Beach, Florida 33401

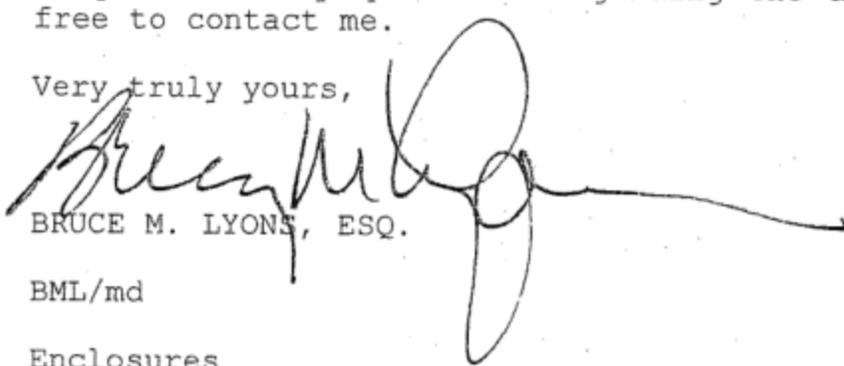
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Very truly yours,


BRUCE M. LYONS, ESQ.

BML/md

Enclosures

EFTA00186675

UNITED STATES OF AMERICA DEPARTMENT OF TRANSPORTATION
FEDERAL AVIATION ADMINISTRATION-MIKE MONROEY AERONAUTICAL CENTER
AIRCRAFT REGISTRATION APPLICATION

UNITED STATES
REGISTRATION NUMBER **N 909JE**

AIRCRAFT MANUFACTURER & MODEL
Gulfstream G-1159B

AIRCRAFT SERIAL No.
151

CERT. ISSUE DATE

FOR FAA USE ONLY

TYPE OF REGISTRATION (Check one box)

1. Individual 2. Partnership 3. Corporation 4. Co-owner 5. Govt. 6. Non-Citizen Corporation

NAME OF APPLICANT (Person(s) shown on evidence of ownership. If individual, give last name, first name, and middle initial.)

Hyperion Air, Inc

TELEPHONE NUMBER: ([REDACTED])

ADDRESS (Permanent mailing address for first applicant listed.)

Number and street: **103 Foulk Road, Suite 202**

Rural Route: _____

CITY **Wilmington** STATE **DE** ZIP CODE **19803**

CHECK HERE IF YOU ARE ONLY REPORTING A CHANGE OF ADDRESS ATTENTION! Read the following statement before signing this application. This portion MUST be completed.

A false or dishonest answer to any question in this application may be grounds for punishment by fine and/or imprisonment (U.S. Code, Title 18, Sec. 1001).

CERTIFICATION

I/WE CERTIFY:

(1) That the above aircraft is owned by the undersigned applicant, who is a citizen (including corporations) of the United States.
(For voting trust, give name of trustee _____), or:

CHECK ONE AS APPROPRIATE

a. A resident alien, with whom registration (Form 1-151 or Form 1-551) No. _____

b. A non-citizen corporation organized and doing business under the laws of (state) _____ and said aircraft is based and primarily used in the United States. Records or flight hours are available for inspection at _____

(2) That the aircraft is not registered under the laws of any foreign country; and

(3) That legal evidence of ownership is attached or has been filed with the Federal Aviation Administration.

NOTE: If executed for co-ownership all applicants must sign. Use reverse side if necessary.

TYPE OR PRINT NAME BELOW SIGNATURE

EACH PART OF THIS APPLICATION MUST BE SIGNED IN INK.	SIGNATURE	TITLE	DATE
		President	
	SIGNATURE	TITLE	DATE
	SIGNATURE	TITLE	DATE

NOTE: Pending receipt of the Certificate of Aircraft Registration, the aircraft may be operated for a period not in excess of 90 days, during which time the PINK copy of this application must be carried in the aircraft.

UNITED STATES OF AMERICA DEPARTMENT OF TRANSPORTATION
FEDERAL AVIATION ADMINISTRATION-MIKE MONROEY AERONAUTICAL CENTER
AIRCRAFT REGISTRATION APPLICATION

UNITED STATES
REGISTRATION NUMBER **N 908JE**

AIRCRAFT MANUFACTURER & MODEL
Boeing 727-31

AIRCRAFT SERIAL No.
20115

CERT. ISSUE DATE

FOR FAA USE ONLY

TYPE OF REGISTRATION (Check one box)

1. Individual 2. Partnership 3. Corporation 4. Co-owner 5. Govt. 8. Non-Citizen Corporation

NAME OF APPLICANT (Person(s) shown on evidence of ownership. If individual, give last name, first name, and middle initial.)

JEGE, Inc.

TELEPHONE NUMBER: ([REDACTED])

ADDRESS (Permanent mailing address for first applicant listed.)
103 Foulk Road, Suite 202

Number and street:

Rural Route:

CITY **Wilmington** STATE **DE** ZIP CODE **19803**

CHECK HERE IF YOU ARE ONLY REPORTING A CHANGE OF ADDRESS
ATTENTION! Read the following statement before signing this application.
This portion MUST be completed.

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CERTIFICATION

I/WE CERTIFY:

(1) That the above aircraft is owned by the undersigned applicant, who is a citizen (including corporations) of the United States.
(For voting trust, give name of trustee _____), or:
CHECK ONE AS APPROPRIATE:
a. A resident alien, with such registration (Form 1-151 or Form 1-551) No. _____
b. A non-citizen corporation organized and doing business under the laws of (state) _____ and said aircraft is based and primarily used in the United States. Records or flight hours are available for inspection at _____

(2) That the aircraft is not registered under the laws of any foreign country; and
(3) That legal evidence of ownership is attached or has been filed with the Federal Aviation Administration.

NOTE: If executed for co-ownership all applicants must sign. Use reverse side if necessary.

TYPE OR PRINT NAME BELOW SIGNATURE

EACH PART OF THIS APPLICATION MUST BE SIGNED IN INK.	SIGNATURE	TITLE President	DATE
	SIGNATURE	TITLE	DATE
	SIGNATURE	TITLE	DATE

NOTE Pending receipt of the Certificate of Aircraft Registration, the aircraft may be operated for a period not in excess of 90 days, during which time the PINK copy of this application must be carried in the aircraft.

BILL OF SALE FOR AIRCRAFT

KNOW ALL MEN BY THESE PRESENTS that:

REAL ESTATE EXCHANGE, INC., an Oregon corporation ("Seller"), having its address c/o Investment Property Exchange Services, Inc., 900 SW Fifth Avenue Mezzanine Level, Portland OR 97204, Attention: President ("Seller"), in consideration of Ten Dollars and other good and valuable consideration, receipt of which is hereby acknowledged, does hereby grant, bargain, sell and assign to JEJE, INC. (Buyer), a Delaware corporation, its successors and assigns, the following used Aircraft and installed used engines:

MANUFACTURER	MODEL OF AIRCRAFT	U.S. REGISTRATION NUMBER	MANUFACTURER'S SERIAL NUMBER
Boeing	727-31	N505LS	20115

Engine Particulars: Pratt & Whitney

<u>Position</u>	<u>Model</u>	<u>Serial Number</u>
1	JT8D-219	P726121
2	JT8D-7B	P654373
3	JT8D-219	P726122

Together with all equipment, components, spare parts and accessories installed thereon and used in connection therewith.

TO HAVE AND TO HOLD said Aircraft unto the Buyer, its successors and assigns, for its and their own use forever.

The Seller hereby warrants that it is the lawful owner of said Aircraft and installed engines; that its title to said Aircraft and installed engines is free and clear of all liens, leases, mortgage, security interests, claims, charges and encumbrances whatsoever; that the Seller shall defend title to said Aircraft against the claims of any person, firm or corporation whomsoever other than claims relating to or arising out of the acts or omissions of Buyer, and this Bill of Sale is made and delivered pursuant to the provisions of that certain Aircraft Purchase Agreement between the Seller and Buyer dated January 5, 2001, and that the warranties and representations of Seller set forth therein are true and correct as though made on and as of the date hereof.

IN WITNESS WHEREOF, Real Estate Exchange, Inc. has caused this instrument to be executed and its seal affixed thereto for the purpose hereinabove shown by its duly authorized officer this 19 day of January, 2001.

REAL ESTATE EXCHANGE, INC.,

By: *Tina J. Butler*
Title: *Vice President*

Joel Quetta
Expires 4.26.01

U.S.GPO:1995 068-932

FORM APPROVED
OMB NO. 2120-0042

UNITED STATES OF AMERICA
U.S. DEPARTMENT OF TRANSPORTATION FEDERAL AVIATION ADMINISTRATION

AIRCRAFT BILL OF SALE

FOR AND IN CONSIDERATION OF \$ THE
UNDERSIGNED OWNER(S) OF THE FULL LEGAL
AND BENEFICIAL TITLE OF THE AIRCRAFT DES-
CRIBED AS FOLLOWS:

UNITED STATES
REGISTRATION NUMBER **N 505LS**
AIRCRAFT MANUFACTURER & MODEL
Boeing 727-31
AIRCRAFT SERIAL No.

20115

DOES THIS DAY OF **2003**
HEREBY SELL, GRANT, TRANSFER AND
DELIVER ALL RIGHTS, TITLE, AND INTERESTS
IN AND TO SUCH AIRCRAFT UNTO:

Do Not Write in This Block
FOR FAA USE ONLY

NAME AND ADDRESS
(IF INDIVIDUAL(S), GIVE LAST NAME, FIRST NAME, AND MIDDLE INITIAL)

**JEGE, Inc.
457 Madison Ave, 4th Floor
New York NY 10022**

PURCHASER

DEALER CERTIFICATE NUMBER

AND TO EXECUTORS, ADMINISTRATORS, AND ASSIGNS TO HAVE AND TO HOLD
SINGULARLY THE SAID AIRCRAFT FOREVER, AND WARRANTS THE TITLE THEREOF.

IN TESTIMONY WHEREOF HAVE SET HAND AND SEAL THIS DAY OF 19

SELLER	NAME (S) OF SELLER (TYPED OR PRINTED)	SIGNATURE (S) (IN INK (IF EXECUTED FOR CO-OWNERSHIP ALL MUST SIGN)	TITLE (TYPED OR PRINTED)
		Real Estate Ex- change, Inc.	<i>John J. Burtka</i>

ACKNOWLEDGMENT (NOT REQUIRED FOR PURPOSES OF FAA RECORDING HOWEVER, MAY BE REQUIRED
BY LOCAL LAW FOR VALIDITY OF THE INSTRUMENT.)

ORIGINAL: TO FAA

AC Form 8050-2 (8/92) (NSN 0052-00-620-0003) Supersedes Previous Edition

State of Delaware



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 HYPERION AIR, INC. FILED IN THIS OFFICE ON THE EIGHTEENTH DAY OF JULY, A.D. 1991, AT 2:30 O'CLOCK P.M.

* * * * *

RECEIVED FOR RECORD

July 22 A.D. 19 91

Michael T. Scaer

RECORDER

\$4.00 STATE DOCUMENT FEE PAID



751199007

Michael Harkins
Michael Harkins, Secretary of State

AUTHENTICATION: *3115955

DATE: 07/19/1991

CERTIFICATE OF INCORPORATION

OF

HYPERION AIR , INC.

The undersigned, a natural person, for the purpose of organizing a corporation for conducting the business and promoting the purposes hereinafter stated, under the provisions and subject to the requirements of the laws of the State of Delaware (particularly Chapter 1, Title 8 of the Delaware Code and the acts amendatory thereof and supplemental thereto, and known, identified, and referred to as the "General Corporation Law of the State of Delaware"), hereby certifies that:

FIRST: The name of the corporation (hereinafter called the "corporation") is HYPERION AIR, INC.

SECOND: The address, including street, number, city, and county, of the registered office of the corporation in the State of Delaware is 32 Loockerman Square, Suite L-100, City of Dover, County of Kent; and the name of the registered agent of the corporation in the State of Delaware at such address is The Prentice-Hall Corporation System, Inc.

THIRD: The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.

FOURTH: The total number of shares of stock which the corporation shall have authority to issue is one thousand five hundred. The par value of each of such shares is one tenth of a mill. All such shares are of one class and are shares of Common Stock.

FIFTH: The name and the mailing address of the incorporator are as follows:

<u>NAME</u>	<u>MAILING ADDRESS</u>
Athena Togias	15 Columbus Circle New York, N.Y. 10023-7773

SIXTH: The corporation is to have perpetual existence.

SEVENTH: 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 § 291 of Title 8 of the Delaware Code or on the application of trustees in dissolution or of any receiver or receivers appointed for this corporation under the provisions of § 279 of Title 8 of the Delaware Code 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.

EIGHTH: For the management of the business and for the conduct of the affairs of the corporation, and in further definition, limitation, and regulation of the powers of the corporation and of its directors and of its stockholders or any class thereof, as the case may be, it is further provided:

1. The management of the business and the conduct of the affairs of the corporation shall be vested in its Board of Directors. The number of directors which shall constitute the whole Board of Directors shall be fixed by, or in the manner provided in, the Bylaws. The phrase "whole Board" and the phrase "total number of directors" shall be deemed to have the same meaning, to wit, the total number of directors which the corporation would have if there were no vacancies. No election of directors need be by written ballot.

2. After the original or other Bylaws of the corporation have been adopted, amended, or repealed, as the case may be, in accordance with the provisions of § 109 of the General Corporation Law of the State of Delaware, and, after the corporation has received any payment for any of its stock, the power to adopt, amend, or repeal the Bylaws of the corporation may be exercised by the Board of Directors of the corporation; provided, however, that any provision for the classification of directors of the corporation for staggered terms pursuant to the provisions of subsection (d) of § 141 of the General Corporation Law of the State of Delaware shall be set forth in an

initial Bylaw or in a Bylaw adopted by the stockholders entitled to vote of the corporation unless provisions for such classification shall be set forth in this certificate of incorporation.

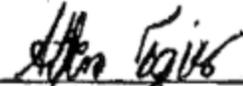
3. Whenever the corporation shall be authorized to issue only one class of stock, each outstanding share shall entitle the holder thereof to notice of, and the right to vote at, any meeting of stockholders. Whenever the corporation shall be authorized to issue more than one class of stock, no outstanding share of any class of stock which is denied voting power under the provisions of the certificate of incorporation shall entitle the holder thereof to the right to vote at any meeting of stockholders except as the provisions of paragraph (2) of subsection (b) of § 242 of the General Corporation Law of the State of Delaware shall otherwise require; provided, that no share of any such class which is otherwise denied voting power shall entitle the holder thereof to vote upon the increase or decrease in the number of authorized shares of said class.

NINTH: The personal liability of the directors of the corporation is hereby eliminated to the fullest extent permitted by the provisions of paragraph (7) of subsection (b) of § 102 of the General Corporation Law of the State of Delaware, as the same may be amended and supplemented.

TENTH: The corporation shall, to the fullest extent permitted by the provisions of § 145 of the General Corporation Law of the State of Delaware, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said section from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said section, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

ELEVENTH: From time to time any of the provisions of this certificate of incorporation may be amended, altered, or repealed, and other provisions authorized by the laws of the State of Delaware at the time in force may be added or inserted in the manner and at the time prescribed by said laws, and all rights at any time conferred upon the stockholders of the corporation by this certificate of incorporation are granted subject to the provisions of this Article ELEVENTH.

Signed on July 18, 1991



Incorporator

PRENTICE - HALL

JUL 24 25-91-50305-L3

Sandi - My

RECORDED COPY

35.00
1.00
4.00

INDEXED

STATE OF DELAWARE }
KENT COUNTY

RECORDED in the Office for the Recording of Deeds, Etc.
at Dover, in and for the said County of Kent, in Corp.
Record 4 Vol. 135 Page 117 Etc.
the 22nd day of July A. D. 19 91
WITNESS, my Hand and the Seal of said office.

Michael T. Sause, Recorder

HYPERION AIR, INC.

Consent of Sole Director
In Lieu of First Meeting

As of July 19, 1991

THE UNDERSIGNED, being the sole director of Hyperion Air, Inc., a Delaware corporation (the "Corporation"), does hereby consent, pursuant to Section 141 of the General Corporation Law of the State of Delaware, in lieu of holding a meeting, to the adoption of the following resolutions and the taking of all action required or permitted thereby:

RESOLVED, that all actions taken by the incorporator of the Corporation during the period from July 18, 1991 through the date of this Consent, including, but not limited to, filing the Certificate of Incorporation of the Corporation and adopting the initial By-Laws of the Corporation, be, and each of the same hereby is, in all respects, ratified, adopted and approved.

RESOLVED, that the officers of the Corporation shall include a President, and may include one or more Vice Presidents, a Secretary and a Treasurer.

RESOLVED, that Jeffrey E. Epstein be, and he hereby is, appointed and elected as the President of the Corporation, to serve as such in accordance with the provisions of the By-Laws of the Corporation until the next meeting of directors of the Corporation immediately following the next annual meeting of the stockholders of the Corporation and until his successor shall have been duly elected and shall have qualified.

RESOLVED, that the officers of the Corporation be, and each of them hereby is, authorized, empowered and directed to produce all books of account, stock books and other materials and supplies necessary or appropriate in connection with maintaining the records and conducting the business of the Corporation, and to pay all costs and expenses and to make full reimbursement for all expenditures made in connection with the organization of the Corporation.

RESOLVED, that the specimen of stock certificate to evidence shares of the Common Stock, no par value (the "Common Stock"), of the Corporation in the form submitted to the undersigned, which is to be filed with this Consent, be, and the same hereby is, approved and adopted, and the President, the Secretary and/or any other officers authorized by the By-laws of the Corporation be, and each of them hereby is, authorized to issue certificates in such form for shares of fully paid and non-assessable Common Stock when the issuance thereof is duly authorized by the Board of Directors of the Corporation.

RESOLVED, that the Corporation accept the subscription of Jeffrey E. Epstein for 100 shares of the Common Stock, upon the terms and conditions contained in the subscription agreement, dated as of July 26, 1991 of Jeffrey E. Epstein, a copy of which shall be filed with the official records of the Corporation.

RESOLVED, that the President of the Corporation be, and he hereby is, authorized and directed to issue, on behalf of the Corporation, to Jeffrey E. Epstein a certificate for 100 shares of the Common Stock.

RESOLVED, that all of the 100 shares of the Common Stock as authorized for issuance by the immediately preceding resolution shall be in all respects, when issued as aforesaid, validly issued, fully paid and non-assessable.

RESOLVED, that the seal, an impression of which appears in the margin of this Consent, be, and the same hereby is, adopted as the seal of the Corporation.

RESOLVED, that the corporate record book and the stock transfer ledger thereof, be and each of the same hereby is, adopted as the record book and stock transfer ledger, respectively, of the Corporation.

RESOLVED, that, with respect to the opening, maintaining and closing of bank accounts of the Corporation, the President, any Vice President, the Treasurer and the Secretary of the Corporation, be, and each of them hereby is, authorized as follows:

- (1) to designate one or more banks, trust companies or other similar institutions as depositories of the funds, including, without limitation, cash and cash equivalents, of the Corporation;
- (2) to open, keep and close general and special bank accounts, including general deposit accounts, payroll accounts and working fund accounts, with any such depository;
- (3) to cause to be deposited in such accounts with any such depository, from time to time such funds, including, without limitation, cash and cash equivalents, of the Corporation, as such officers deem necessary or advisable, and to designate or change the designation of the officer or officers and agents of the Corporation who will be authorized to make such deposits and to endorse such checks, drafts or other instruments for such deposits;
- (4) from time to time to designate or change the designation of the officer or officers and agent or agents of the Corporation who will be authorized to sign or countersign checks, drafts or other orders for the payments of money issued in the name of the Corporation against any funds deposited in such accounts, and to revoke any such designation;

- (5) to authorize the use of facsimile signatures for the signing or countersigning of checks, drafts or other orders for the payment of money, and to enter into such agreements as banks and trust companies customarily require as a condition for permitting the use of facsimile signatures;
- (6) to make such general and special rules and regulations with respect to such accounts as they may deem necessary or advisable; and
- (7) to complete, execute and/or certify any customary printed blank signature card forms in order to conveniently exercise the authority granted by this resolution and any resolutions thereon shall be deemed adopted as part hereof.

RESOLVED, that the President or the Secretary of the Corporation be, and such officer hereby is, authorized to prepare and certify as the resolutions of the Board of Directors, as if adopted verbatim by this Consent, any such additional resolutions as any such depository may require in connection with the opening of an account with such depository as authorized pursuant to the immediately preceding resolution, and that any such depository to which a copy of the immediately preceding resolution and such additional resolutions, if any, have been certified shall be entitled to rely thereon for all purposes until it shall have received written notice of the revocation or amendment of such resolutions by the Board of Directors.

RESOLVED, that the fiscal year of this Corporation shall begin the first day of January in each year.

RESOLVED, that, subject to the approval of the stockholders of the Corporation, the Corporation elect, under the provisions of Section 1362 of the Internal Revenue Code, to be treated as a small business corporation for income tax purposes.

RESOLVED, that the proposal that the Corporation elect to be treated as a small business Corporation authorized

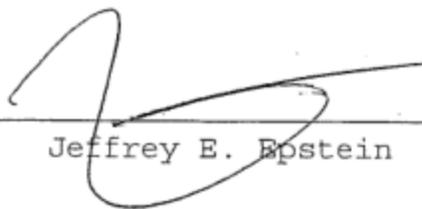
pursuant to the immediately preceding resolution be submitted to the stockholders of the Corporation for their written consent thereto, and that, upon obtaining such written consent to such proposal, the proper officers of the Corporation be, and each of them hereby is, authorized and directed to prepare, execute and file on behalf of the Corporation a Form 2553, Election by a Small Business Corporation, with the Internal Revenue Service.

RESOLVED, that, for the purpose of authorizing the Corporation to do business in any state, territory or dependency of the United States or any foreign country in which it is necessary or expedient for the Corporation to transact business, the officers of the Corporation be, and each of them hereby is, authorized to appoint and substitute all necessary agents or attorneys for service of process, to designate and change the location of all necessary offices of the Corporation, whether statutory or otherwise, and, under the seal of the Corporation, to make and file all necessary certificates, reports, powers of attorney and other instruments as may be required by the laws of such state, territory, dependency or country to authorize the Corporation to transact business therein.

RESOLVED, that the officers of the Corporation be, and each of them hereby is, authorized and directed, on behalf of the Corporation, to do and perform all such further acts and things, to execute and deliver and, where necessary or appropriate, file with the appropriate governmental authorities, all such further certificates, contracts, agreements, documents, instruments, instruments of transfer, receipts, or other papers, and to pay all costs and expenses (but only to the extent that any such officer has signing authority with respect to the bank accounts of the Corporation), including, without limitation, such taxes and assessments, as in their judgment or in the judgment of any of them shall be necessary or appropriate to carry out, comply with and effectuate the purposes and intent of the foregoing resolutions.

RESOLVED, that the Corporation proceed to carry on the business for which it was incorporated.

This Consent shall be filed with the Minutes of the proceedings of the Board of Directors of the Corporation.



Jeffrey E. Epstein

HYPERION AIR, INC.

SUBSCRIPTION FOR COMMON STOCK

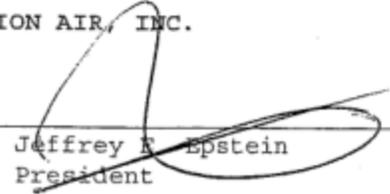
The undersigned hereby subscribes for One Hundred (100) shares of the Common Stock, \$.0001 par value, of Hyperion Air, Inc., a Delaware corporation (the "Corporation"), the Certificate of Incorporation of which was filed with the Department of State of the State of Delaware on the 18th day of July, 1991, and agrees to pay therefor and in full payment thereof, upon call of the Board of Directors of the Corporation, Ten (\$10) Dollars per share in cash or by check made payable to the Corporation, at which time a certificate shall be issued to the undersigned for the number of shares subscribed for.

Dated as of July 26, 1991


Jeffrey E. Epstein
Subscriber for 100 Shares of
Common Stock, No Par Value

Subscription Accepted
As Of July 26, 1991

HYPERION AIR, INC.

By: 
Jeffrey E. Epstein
President

HYPERION AIR, INC.

Consent of Sole Stockholder in Lieu of First Meeting

As of July 26, 1991

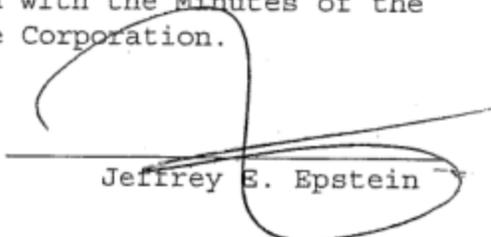
The undersigned, being the sole stockholder of Hyperion Air, Inc., a Delaware corporation (the "Corporation"), does hereby consent, pursuant to Section 228 of the General Corporation Law of the State of Delaware, in lieu of holding a meeting, to the adoption of the following resolutions and the taking of all action required or permitted thereby:

RESOLVED, that all actions heretofore taken by the incorporator and the Board of Directors of the Corporation, including, but not limited to, the adoption of the By-Laws of the Corporation, from July 18, 1991 through the date of this consent be, and each such action hereby is, in all respects ratified, adopted and approved.

RESOLVED, that the election of Jeffrey E. Epstein as the sole director of the Corporation, to serve as such until the next Annual Meeting of Stockholders of the Corporation and until his successor shall have been duly elected and shall have qualified be, and such election hereby is, ratified, adopted and approved.

RESOLVED, that the election by the Corporation, under the provisions of Section 1362 of the Internal Revenue Code, to be treated as a small business corporation for income tax purposes be, and the same hereby is, adopted and approved.

This Consent shall be filed with the Minutes of the proceedings of the stockholders of the Corporation.


Jeffrey E. Epstein

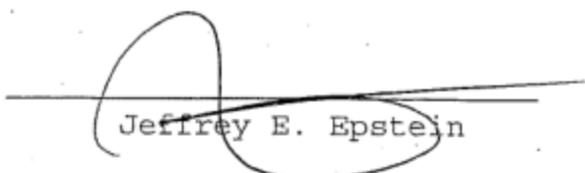
HYPERION AIR, INC.

Consent of Sole Director
In Lieu of First Meeting

As of October 15, 1998

THE UNDERSIGNED, being the sole director of Hyperion Air, Inc., a Delaware corporation (the "Corporation"), does hereby consent, pursuant to Section 141 of the General Corporation Law of the State of Delaware, in lieu of holding a meeting, to the adoption of the following resolution and the taking of all action required or permitted thereby:

RESOLVED, that Darren K. Indyke be, and he hereby is, appointed and elected as the Secretary of the Corporation, to serve as such in accordance with the provisions of the By-Laws of the Corporation until the next meeting of directors of the Corporation immediately following the next annual meeting of the stockholders of the Corporation and until his successor shall have been duly elected and shall have qualified.


Jeffrey E. Epstein

Office of the Secretary of State

I, EDWARD J. FREEL, 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 "JEJE, INC.", FILED IN THIS OFFICE ON THE SEVENTH DAY OF SEPTEMBER, A.D. 2000, AT 2:15 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



Edward J. Freel

Edward J. Freel, Secretary of State

3284812 8100

AUTHENTICATION: 0662136

001452017

DATE: 09-07-00

CERTIFICATE OF INCORPORATION**OF****JEGE, INC.**

1. The name of the corporation to be formed upon the filing of this Certificate of Incorporation is JEGE, Inc. (the "Corporation").

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

3. The nature of the business to be conducted by the Corporation is, or the purposes to be promoted by the Corporation are, to engage in any lawful acts or activities for which corporations may be organized under the General Corporation Law of the State of Delaware.

4. The total number of shares of stock which the Corporation shall have authority to issue is One Thousand Five Hundred (1,500) shares of Common Stock, all of which shares shall be without par value.

5. The name and mailing address of the sole incorporator of the Corporation are Darren Indyke, 457 Madison Avenue, Fourth Floor, New York, New York 10022.

6. The Corporation is to have perpetual existence.

7. In furtherance, and not in limitation, of the powers conferred by the General Corporation Law of the State of Delaware upon the board of directors of the Corporation, the board of directors of the Corporation is expressly authorized to make, alter or repeal the by-laws of the Corporation.

8. Elections of the directors of the Corporation need not be by written ballot, unless the by-laws of the Corporation shall so provide.

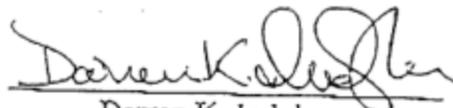
Meetings of the stockholders of the Corporation may be held within or without the State of Delaware, as the by-laws may provide. The books of the Corporation may be kept (subject to any provision contained in the General Corporation Law of the State of Delaware) outside the State of Delaware at such place or places as may be designated from time to time by the board of directors or in the by-laws of the Corporation.

9. 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 the General Corporation Law of the State of Delaware, and all rights conferred in this Certificate of Incorporation upon the stockholders of the Corporation are granted subject to such reservation.

10. A director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (a) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (b) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (c) under Section 174 of the General Corporation Law of the State of Delaware, or (d) for any transaction from which the director derived any improper personal benefit.

I, **THE UNDERSIGNED**, being the sole incorporator hereinbefore named, for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Delaware, hereby certify and declare that this is my act and deed and that the facts stated herein are true, and have hereunto set my hand this 7th day of September, 2000.



Darren K. Indyke
Sole Incorporator

Election by a Small Business Corporation

(Under section 1362 of the Internal Revenue Code)

Department of the Treasury
Internal Revenue Service

▶ See Parts II and III on back and the separate instructions.

▶ The corporation may either send or fax this form to the IRS. See page 1 of the instructions.

- Notes:**
1. This election to be an S corporation can be accepted only if all the tests are met under Who may elect on page 1 of the instructions; all signatures in Parts I and III are originals (no photocopies); and the exact name and address of the corporation and other required form information are provided.
 2. Do not file Form 1120S, U.S. Income Tax Return for an S Corporation, for any tax year before the year the election takes effect.
 3. If the corporation was in existence before the effective date of this election, see Taxes an S corporation may owe on page 1 of the instructions.

Part I Election Information

Please Type or Print	Name of corporation (see instructions) <u>JEJE, Inc.</u>	A Employer identification number [REDACTED]
	Number, street, and room or suite no. (If a P.O. box, see instructions.) <u>103 Foulk Road, Suite 202</u>	B Date incorporated <u>September 7, 2000</u>
	City or town, state, and ZIP code <u>Wilmington, DE 19803</u>	C State of incorporation <u>Delaware</u>
	D Election is to be effective for tax year beginning (month, day, year) ▶ <u>09 / 01 / 01</u>	

E Name and title of officer or legal representative who the IRS may call for more information <u>Darren K. Indyke, Vice President</u>	F Telephone number of officer or legal representative ([REDACTED])
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G If the corporation changed its name or address after applying for the EIN shown in A above, check this box

H If this election takes effect for the first tax year the corporation exists, enter month, day, and year of the earliest of the following: (1) date the corporation first had shareholders, (2) date the corporation first had assets, or (3) date the corporation began doing business ▶ / /

I Selected tax year: Annual return will be filed for tax year ending (month and day) ▶ December 31
If the tax year ends on any date other than December 31, except for an automatic 52-53-week tax year ending with reference to the month of December, you must complete Part II on the back. If the date you enter is the ending date of an automatic 52-53-week tax year, write "52-53-week year" to the right of the date. See Temporary Regulations section 1.441-2T(e)(3).

J Name and address of each shareholder; shareholder's spouse having a community property interest in the corporation's stock; and each tenant in common, joint tenant, and tenant by the entirety. (A husband and wife (and their estates) are counted as one shareholder in determining the number of shareholders without regard to the manner in which the stock is owned.)	K Shareholders' Consent Statement. <small>Under penalties of perjury, we declare that we consent to the election of the above-named corporation to be an S corporation under section 1362(a) and that we have examined this consent statement, including accompanying schedules and statements, and to the best of our knowledge and belief, it is true, correct, and complete. We understand our consent is binding and may not be withdrawn after the corporation has made a valid election. (Shareholders sign and date below.)</small>		L Stock owned		M Social security number or employer identification number. (see instructions)	N Shareholder's tax year ends (month and day)
			Number of shares	Dates acquired		
	Signature	Date				
Jeffrey E. Epstein 6100 Red Hook Quarter Suite B-3 St. Thomas, USVI 00802		Date	100	1/1/01	090-44-3348	12/31

Under penalties of perjury, I declare that I have examined this election, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete.

Signature of officer ▶ Darren K. Indyke Title ▶ Vice President Date ▶ 1/24/01



INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE

HYPERION AIR, INC.

TOTAL AUTHORIZED ISSUE
1,500 SHARES PAR VALUE \$.0001 EACH
COMMON STOCK



SEE REVERSE SIDE FOR
CERTAIN DEFINITIONS

This is to Certify that Jeffrey E. Epstein is the owner of
One Hundred (100) fully paid and

*non-assessable shares of the above Corporation transferable only on the books
of the Corporation by the holder hereof in person or by duly authorized Attorney
upon surrender of this Certificate properly endorsed.*

Witness, the seal of the Corporation and the signatures of its duly authorized officers.

Dated: AS OF July 26, 1991

