

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.

Consent of Sole Stockholder in Lieu of First Meeting

As of July 26, 1991

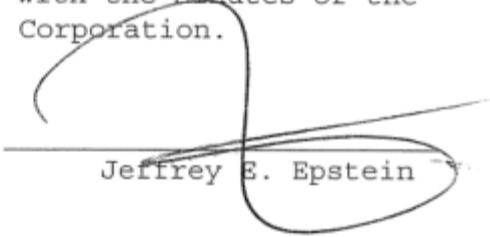
The undersigned, being the sole stockholder of Hyperion Air, Inc., a Delaware corporation (the "Corporation"), does hereby consent, pursuant to Section 228 of the General Corporation Law of the State of Delaware, in lieu of holding a meeting, to the adoption of the following resolutions and the taking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

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.

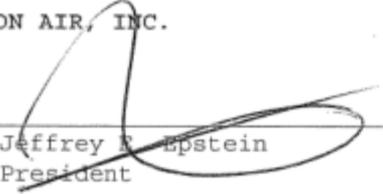
Dated as of July 26, 1991


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