

琉球大学学術リポジトリ

外資系企業等の取扱い（アンケート回答）(4)

メタデータ	言語: 出版者: 公開日: 2019-01-31 キーワード (Ja): 在沖縄外資系企業, アンケート キーワード (En): 作成者: - メールアドレス: 所属:
URL	http://hdl.handle.net/20.500.12000/43440



Questionnaire

(Form B)

-- To be filled out only by those firms without a foreign investment license --

I. Name of Firm: _____

II. Place of Incorporation: _____

III. Principal Shareholders:

<u>Shareholder</u>	<u>Location and Nationality</u>

IV. Principal Officers of Firm:

<u>Name</u>	<u>Location and Nationality</u>

V. Relation of Okinawa Operation to activities of company as a whole?

VI. Description and size of investment in Okinawa:

GOVERNMENT OF THE RYUKYU ISLANDS

Office of the Chief Executive
Naha, Okinawa

29 May 1964

FOREIGN INVESTMENT LICENSE NO. JFIB- 332

(AIR AMERICA, INC.)

1. Air America, Inc., a Delaware corporation, hereinafter referred to as licensee, is hereby authorized to engage in business in the Ryukyu Islands in accordance with the provisions of HICOM Ordinance No. 11, subject: Foreign Investment in the Ryukyu Islands, dated 12 September 1958, as amended, and the provisions stated in the paragraphs below.

2. The business authorized by this license is as follows:

- a. Transportation by air of passengers, cargo, and mail upon scheduled, charter, or contract basis within the Ryukyu Islands, and upon a charter or contract basis from or to the Ryukyu Islands, utilizing points within the Ryukyu Islands possessing airstrips and other facilities determined by the High Commissioner to be safe and suitable for such operations; subject to the following:
- (1) Compliance with rules and regulations promulgated or enforced by the Civil Administration of the Ryukyu Islands or other competent agencies exercising civil aviation regulatory functions in the Ryukyu Islands or, with respect to military facilities utilized by the licensee, the U. S. military agencies concerned.
 - (2) Airplanes and equipment to be maintained at all times in a condition satisfactory in accordance with standards and laws applicable to commercial operators pursuant to Part 42 of the U. S. Federal Aviation Regulations or the Civil Air Regulations applicable to the registry of the airplanes utilized.
 - (3) Licensee to be responsible for arranging at its sole expense for provision of fuel, supplies, equipment, and services for the conduct of its licensed business.
- b. Operation of sales offices and service facilities for providing the services specified in paragraph 2a above and sale of travel accident and airborne cargo insurance as to licensee's flights, at Naha Commercial Air Terminal and other places within the Ryukyu Islands.

GOVERNMENT OF THE RYUKYU ISLANDS

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(AIR AMERICA, INC.)

- c. Conduct of aircraft maintenance, repair, overhaul, and engineering activities in support of, and in conjunction with, the business authorized under paragraph 2a, above.
 - d. The provision of aircraft handling, maintenance and associated services for other air operators and air carriers operating to, from, and within the Ryukyu Islands.
 - e. Establishment and operation of air cargo and baggage warehouse facilities to include customs bonded, brokerage and clearing activities.
3. This business will be operated under the name of Air America, Inc. The licensee will notify this office in writing promptly of any subsequent changes in the name under which the business is operated.
 4. Upon the opening of the business referred to in paragraph 2, above, the licensee will make an immediate report to this office as to the operations actually being conducted and exact location of same with a sketch map attached.
 5. This license does not constitute, in itself, authorization for entrance or employment of any non-Ryukyuan person.
 6. This license will be effective upon date of issuance. However, this license will expire automatically upon failure of the licensee to conduct the business stated in paragraph 2, above, within six (6) months from the effective date or to submit to this office a letter of acceptance with GRI-issued Thirty Dollar (\$30) revenue stamp affixed thereto within sixty (60) days from the effective date.
 7. When the licensee terminates his business activities, he will give prior written notice to this office as required by paragraph 5e of HICOM Ordinance No. 11.

Seisaku Ota
SEISAKU OTA
Chief Executive
Government of the Ryukyus

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APPLICATION

of

AIR AMERICA, INC.

to

CHIEF EXECUTIVE

GOVERNMENT OF THE RYUKYU ISLANDS

for

FOREIGN INVESTMENT LICENSE

AIR AMERICA, INC.
808 Seventeenth Street, N. W.
Washington 6, D.C.
U.S.A.

P-64-173

30 April 1964

Chief Executive
Government of the Ryukyu Islands
Naha, Okinawa

Subject: Application for Foreign Investment License

Dear Sir:

This letter is an application by Air America, Inc. ("Applicant") for a Foreign Investment License ("JFIB License") pursuant to HICOM ORDINANCE NUMBER 11, dated 12 September 1958, as amended, issued by the United States Civil Administration of the Ryukyu Islands ("USCAR").

Applicant is a corporation organized under the laws of the State of Delaware, U.S.A., on July 10, 1950 as CAT Incorporated the name of which company was changed to Air America, Inc. on March 31, 1959.

Applicant herewith applies for a JFIB License authorizing it to:

- (1) Engage in the transportation by air of passengers, cargo and mail upon a scheduled, charter or contract basis within the Ryukyu Islands, and upon a contract or charter basis to and from the Ryukyu Islands;
- (2) Operate sales offices and service facilities for providing the air transportation services specified in "(1)" above and for the sale of air trip accident and cargo insurance relative to such transportation at Naha Commercial Air Terminal and at other places within the Ryukyu Islands;
- (3) Conduct aircraft maintenance, repair, overhaul and engineering activities, including facilities and services, in support of and in conjunction with the business to be conducted pursuant to the authority requested in "(1)" above and the provision of aircraft maintenance, handling and associated services for other air carriers and air operators which now or hereafter may operate to, from and within the Ryukyu Islands; and

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2.

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- (4) Establish and operate warehouse facilities for air cargo and baggage to include customs bond, brokerage and clearing activities.

The authority requested by Applicant enumerated in "(2)", "(3)" and "(4)" above are natural and essential adjunctive activities to its proposed air transport services and are deemed relatively essential, in concert, to the maximum efficiency and sufficiency of Applicant's proposed licensed authority sought herein.

Applicant is a United States commercial air operator holding Commercial Operator Certificate No. IR - 1(C) issued by the United States Federal Aviation Agency under the United States Federal Aviation Act of 1958 and Part 42 of the U.S. Federal Aviation Regulations. It has a history of approximately 14 years of extensive and successful flying operations throughout the Far East utilizing its own aircraft and aircraft and services obtained under contractual arrangement with, among others, its wholly owned subsidiary, Air Asia Company Limited ("AACL"). Predominantly, such air transport services are performed by Applicant under contract for various agencies of the United States Government. For a similar period Applicant has, as prime contractor, engaged in extensive aircraft maintenance and supply services. Such maintenance and supply services are primarily with agencies of the United States Government and include aircraft maintenance at all levels and on many types of aircraft. One such maintenance contract is that currently being performed by Applicant for the United States Government at Hamby Airfield, Okinawa and Applicant has had a presence at Kadena Air Force Base for many years engaged in performance and support of contracts with the United States Government.

There is available to Applicant for the performance of its flying and maintenance services the total facilities of its subsidiary, AACL, which company employs approximately 4,000 persons including approximately 2,000 persons in its maintenance and engineering activities on Taiwan. Such capability includes facilities for on-the-job and class room training of aircraft technical services employees. AACL also holds Air Agency Certificate No. 122-F issued by the United States Federal Aviation Agency empowering it to operate an Approved Repair Station for the performance of specified operations upon United States registered aircraft.

The management and technical personnel of Applicant are expertly competent in every phase of aircraft operations, maintenance and engineering and in the related staff and administrative services necessary to a dependable, safe

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and efficient undertaking of the authority requested in this application. With the back-up facilities of its subsidiary, AACL, Applicant is in a particularly advantageous position to perform the services herein sought upon a sound and economical basis.

The objective and proposal of Applicant are as follows:

In performing the air services applied for, Applicant will undertake to operate a frequency of flights necessary to meet economical and public needs therefor, including extension of such flights to any new point which would warrant and justify such and which could meet the necessary landing field approvals required. Initially, services will be commenced with one U.S. registered C-46 type passenger aircraft. Constant consideration will be given to the addition of other aircraft when aircraft utilization and economics so justify. Also, initially, a minimum of daily services will be operated between Okinawa and Miyako and Yaeyama with increased schedules to be established as demand indicates a need therefor and support thereof. Air services would be inaugurated to the islands of Yonaguni, Kume-jima, and Daito when airfields, now under repair at those points, are completed and qualify to safely accommodate the C-46 type aircraft.

To the maximum extent possible within the bounds of safety and necessary competency, Ryukyuan nationals will be employed by Applicant. Applicant will engage the services of sales agents, by contractual appointment, through whom all air passenger tickets will be sold except for those tickets which may be issued by Applicant directly or by its handling agent at the Naha Air Terminal. Such appointments will be made for all established and financially responsible agents interested in conducting such activities and who will be provided with Air America passenger tickets and air waybills, in addition to schedules and such other promotional material needed in the promotion and sale of the air transportation services contemplated. Special attention will be given to the appointment and use to the maximum extent possible of agents of Ryukyuan nationality.

Applicant will use passenger tickets and cargo air waybills similar in format to those most generally used by air transportation companies throughout the world. Whereas Applicant self insures most of its own aircraft, it carries substantial passenger liability, and public liability personal injury and property damage insurance which insurance will cover Applicant's proposed operations.

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In the interest of overall economy, Applicant would seek to engage Civil Air Transport to render passenger service facilitation, including traffic handling, and routine maintenance support for the aircraft at Naha Air Terminal. At points other than Okinawa, such passenger and traffic handling services would be accomplished by persons employed by Applicant, or by agents if competent agents could be located, and who will function under the direct supervision of Applicant's senior local representative for its business activities hereinabove identified. Such passenger services and traffic handling will include, among other things, travel reservations, passenger check-in, documentation, and customs, immigration and quarantine formalities, passenger and aircraft load manifesting, hotel and ground transportation arrangements, and such other services as are required for the conduct of a dependable, efficient, and complete service. The aircraft will be operated in compliance with applicable safety regulations, and the ground operations for such aircraft will be performed by Applicant's handling agent in accordance with approved manuals. To assure adequately satisfying the demands of the public to be served, Applicant intends to operate its own air transportation reservation center located upon the premises of its handling agent at the Naha Air Terminal and through which reservations for all of Applicant's Ryukyuan Islands Air Services will be controlled; initially, the planned business hours for such reservation center would be from 8 o'clock a.m. to 7:30 o'clock p.m.; however, such hours will be extended should experience indicate a need therefor. Return reservations from other islands to Okinawa will also be controlled from such reservation center but coordinated through Applicant's representatives at each such other location.

Also, initially, Applicant will apply the level of passenger fares and cargo rates currently in effect for the services between Okinawa, Miyako and Yaeyama. (A review of such current level of fares and rates has been made by Applicant which reveals that the net portions of such fares and rates which accrue to the carrier are at or below comparable rates and fares in other parts of the world for operations of similar distances and under similar conditions. It is noted that the current price paid for air transportation in the Ryukyus includes a transportation tax in the amount of 20% which, of course, does not accrue to the carrier but which is borne as a direct tax by the travelling public.)

Heavy aircraft maintenance services and major repairs will be performed for Applicant by its subsidiary, AACL, at Tainan, Taiwan. In connection with such maintenance services, and

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those of Applicant now conducted at Hamby Army Airfield, as well as in connection with the air services and maintenance program proposed by Applicant as noted above, Applicant will arrange for AACL to take Ryukyuan nationals, with basic but presently undeveloped qualities, into its sophisticated technical base on Taiwan for an extensive academic and on-the-job training program after which such persons will be returned to the Ryukyus for participation in Applicant's Ryukyuan aviation activities with the anticipation that they would then, or ultimately, replace foreign nationals who must now necessarily be utilized due to the present lack of duly qualified Ryukyuan nationals. Applicant has already begun such a program (presently programmed for one year) in connection with its present activities in the Ryukyus and we believe such a programmed undertaking accords with the objectives of the High Commissioner and the Ryukyuan Government in developing the technological capabilities of the Ryukyuan people.

Applicant proposes to undertake the activities for which authority is sought by way of extending the utilization of its present organization, management, capital and properties and thus contemplates no specific additional capital investment for such activity other than the acquisition of minor personalty items, such as limited office equipment, for local use. Thus, no Ryukyuan capital participation is contemplated. The only major capital allocation to such activities would be the aircraft utilized, which is presently owned, with the backing of the financial resources of the Applicant. With regard to the financial stability and capability of Applicant, we refer to the fact that Applicant has a substantial listing in the world famous Dun & Bradstreet publication (Aa A1 rating) which listing includes brief curriculum vitae of Applicant's responsible officers and directors. (Copyright laws prohibit the reproduction of such Dun & Bradstreet listing as an attachment to this application; however, Dun & Bradstreet services and listings are available worldwide for reference and are undoubtedly available to the Government locally in Okinawa.) It is also noted that AACL has a similar Dun & Bradstreet listing with the same rating. Applicant's principal banking facility is First National City Bank, 399 Park Avenue, New York, N.Y.

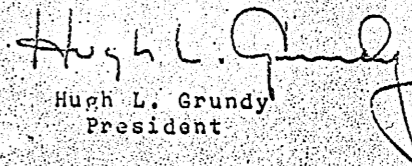
Also submitted herewith are attachments to this application evidencing Applicant's corporate organization, shareholders, principal officers, latest available balance sheet, liability insurance program, and proposed fares and rates.

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Applicant notes its willingness to provide such additional information pertinent to its application as may be required.

Respectfully submitted,

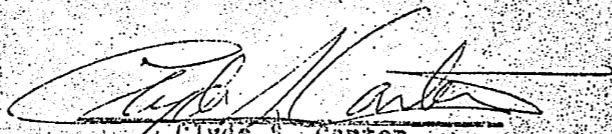
AIR AMERICA, INC.


Hugh L. Grundy
President

Encl.: 10 Attachments

I hereby certify that the attached 15 page reproduction is a full, true and correct copy of the Certificate of Incorporation of "AIR AMERICA, INC.", a Delaware corporation, as of this date; and I further certify that the additional six pages attached hereto are true and correct copies of the documents they purport to be.

AIR AMERICA, INC.
CORPORATE SEAL
1950
DELAWARE


Clyde B. Carter
Secretary

Date: 30 April 1964

Attachment No. 1 to Air America, Inc.
Application for JFIB License;
F-54-173, dated 30 April 1964

CERTIFICATE OF INCORPORATION

OF

AIR AMERICA, INC.

FIRST: The name of this corporation shall be AIR AMERICA, Inc.

SECOND: Its principal office in the State of Delaware is to be located at 317-325 South State Street, in the City of Dover, County of Kent. The agent in charge thereof is The Prentice-Hall Corporation System, Inc., 317-325 South State Street, Dover, Delaware.

THIRD: The nature of the business and the objects and purposes to be transacted, promoted and carried on, are to do any or all of the things herein enumerated, as fully and to the same extent as natural persons might or could do, and in any part of the world, viz.:

To carry on the business of aircraft owners, aircraft brokers, aircraft agents, managers and operators of aviation properties and facilities, ship owners, ship brokers, ship agents, managers and operators of shipping properties and facilities, and freight contractors, forwarding agents, factors, traders, or warehousemen, and, generally, to engage in land, ocean, air commerce, navigation,

shipping, and all kinds of lawful activities incidental thereto.

To transport in intrastate, interstate, and/or foreign commerce by aircraft, motor, and/or other means of transportation, passengers, freight, securities, and articles of merchandise of every nature and description.

To acquire by purchase or otherwise, to own, lease, operate, sell, or otherwise dispose of, aircraft, of every nature and description, the motors therefor, and accessories thereto.

To acquire by purchase, or otherwise, to own, lease, operate, sell, or otherwise dispose of, automobiles, boats, ships, and all other instrumentalities and means of transportation of every nature and description, and any and all accessories thereto.

To acquire by purchase, lease, or otherwise, and to own, operate, and dispose of air navigation facilities of every nature and description, including terminal landing fields, emergency landing fields, hangars, land lighthouses, storage space, systems of radio communication, aircraft repair stations, mooring masts, landing buoys, air ports, either land or water, and all equipment incidental to the proper maintenance thereof, in connection with intrastate, interstate, and/or foreign commerce, by air navigation.

To carry on the business of ship owners, ship builders, ship repairers, ship brokers, ship chandlers, ship agents, managers of shipping property, freight contractors, barge owners, lighterman, stevedoring, forwarding agents, insurance brokers, warehousemen, or wharfingers.

To purchase, own, lease, operate, maintain, buy, sell, mortgage, and convey shipyards, drydocks, wharves, plants, and manufactories, for the building, equipping, remodeling, and repairing, of any and all kinds of steamships, steamboats, sailing ships, barges, and vessels of every class and description, and of any and every motive power.

To buy, contract for, construct, lease, and in any and all other ways acquire, take, hold and own, and to sell, mortgage, lease, and otherwise dispose of a transportation line or transportation lines by land, water, air or otherwise, and to manage, operate, maintain, improve, extend, and develop the same.

To make and enter into all manner and kinds of contracts, agreements, and obligations by or with any person or persons, corporation or corporations, government or governments, whether foreign or domestic, for the packing, transporting, and warehousing of any article of personal property of any kind or nature whatsoever.

To underwrite, subscribe for, purchase, invest in, or reinvest, acquire, hold, pledge, hypothecate, exchange, sell, deal in and dispose of, alone or in syndicates or otherwise in conjunction with others, stocks, bonds, debentures, mortgages and other evidences of indebtedness and obligations of any corporation, association, partnership, syndicate, entity, person or governmental, municipal or public authority, domestic or foreign, and evidences of any interest, in respect of any such stocks, bonds and other evidences of indebtedness and obligations; to issue in exchange therefor its own stocks, bonds or other obligations, and, while the owner or holder of any such, to exercise all the rights, powers and privileges of ownership in respect thereof, and, to the extent now or hereafter permitted by law, to aid by loan, subsidy, guaranty or otherwise those issuing, creating or responsible for any such stocks, bonds or other evidences of indebtedness or obligations or evidences of any interest in respect thereof.

To acquire by lease, purchase, gift, devise, contract, concession, or otherwise, and to hold, own, develop, explore, exploit, improve, operate, lease, enjoy, control, manage, or otherwise turn to account, mortgage, grant, sell, exchange, convey, or otherwise dispose of, wherever situated,

within or without the State of Delaware, any and all real estate, lands, options, concessions, grants, land patents, franchises, rights, privileges, easements, tenements, estates, hereditaments, interests, and properties of every kind, nature and description whatsoever.

To manufacture, purchase, or otherwise acquire, hold, own, sell, assign, transfer, lease, exchange, invest in, mortgage, pledge, or otherwise encumber or dispose of and generally deal and trade in and with, both within and without the State of Delaware, and in any part of the world, goods, wares, merchandise and property of every kind, nature and description.

To enter into make and perform contracts of every kind and description with any person, firm, association, or corporation, municipality, body politic, country, territory, state, government or colony or dependency thereof.

To acquire, and to make payment therefor in cash or the stock or bonds of the corporation, or by undertaking or assuming the obligations and liabilities of the transferor, or in any other way, the good will, rights and property, the whole or any part of the assets, tangible or intangible, and

to undertake or assume the liabilities of any person, firm, association or corporation, to hold or in any manner dispose of the whole or any part of the property so purchased; to conduct in any lawful manner the whole or any part of the business so acquired and to exercise all of the powers necessary or convenient for the conduct and management thereof.

To adopt, apply for, obtain, register, produce, take, purchase, exchange, lease, hire, acquire, secure, own, hold, use, operate, contract or negotiate for, take licenses or other rights in respect of, sell, transfer, grant licenses and rights in respect of, manufacture under, introduce, sell, assign, collect the royalties on, mortgage, pledge, create liens upon, or otherwise dispose of, deal in, and turn to account, letters patent, patents, patent rights, patents applied for or to be applied for, trade marks, trade names and symbols, distinctive marks and indications of origin or ownership, copyrights, syndicate rights, inventions, discoveries, devices, machines, improvements, licenses, processes, data, and formulae of any and all kinds granted by, or recognized under or pursuant to the laws of the United States of America, or of any other country or countries whatsoever, and with a view to the

working and development of the same, to carry on any business, whether manufacturing or otherwise, which the corporation may think calculated, directly or indirectly, to effectuate these objects.

To borrow or raise money for any of the purposes of the corporation, without limit as to amount, and in connection therewith to grant collateral or other security either alone or jointly with any other person, firm, or corporation, and to make, execute, draw, accept, endorse, discount, pledge, issue, sell, or otherwise dispose of promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other evidences of indebtedness, negotiable or non-negotiable, transferable or non-transferable, and to confer upon the holders of any of its obligations such powers, rights, and privileges as from time to time may be deemed advisable by the Board of Directors, to the extent permitted under the General Corporation Law of the State of Delaware, to lend and advance money, extend credit, take notes, open accounts and every kind and nature of evidence of indebtedness and collateral security in connection therewith.

To purchase or otherwise acquire, hold, sell, pledge, transfer or otherwise dispose of shares of its own capital stock, provided that the funds or

property of the corporation shall not be used for the purchase of its own shares of capital stock when such use would cause any impairment of the capital of the corporation, and provided, further, that shares of its own capital stock belonging to the corporation shall not be voted upon directly or indirectly.

"To have one or more offices, conduct and carry on its business and operations and promote its objects within and without the State of Delaware, in other states, the District of Columbia, the territories, colonies, and dependencies of the United States, and in foreign countries, without restriction as to place or amount, but subject to the laws of such state, district, territory, colony, dependency or country."

IN GENERAL, to do any or all of the things herein set forth to the same extent as natural persons might or could do and in any part of the world, as principals, agents, contractors, trustees, or otherwise, within or without the State of Delaware, either alone or in company with others, and to carry on any other business in connection therewith, and to do all things not forbidden, and with all the powers conferred upon corporations by the laws of the State of Delaware.

It is the intention that each of the objects, purposes and powers specified in each of the paragraphs of this

Third Article of this Certificate of Incorporation shall, except where otherwise specified be nowise limited or restricted by reference to or inference from the terms of any other paragraph or of any other Article of this Certificate of Incorporation, but that the objects, purposes and powers specified in this Article and in each of the Articles or paragraphs of this Certificate shall be regarded as independent objects, purposes and powers, and the enumeration of specific purposes and powers shall not be construed to restrict in any manner the general terms and powers of this corporation, nor shall the expression of one thing be deemed to exclude another, although it be of like nature. The enumeration of objects or purposes herein shall not be deemed to exclude or in any way limit by inference any powers, objects, or purposes which this corporation is empowered to exercise, whether expressly by force of the laws of the State of Delaware, now or hereafter in effect, or impliedly by any reasonable construction of said law.

FOURTH: The total number of shares of stock which the corporation shall have authority to issue is Four Hundred Thousand (400,000) all of one class and with One (\$1.00) Dollar par value. Any and all such shares issued for which the full consideration has been paid or delivered, shall be deemed full paid stock and the holder of such shares shall not be liable for any further call or assessment or any payment thereon.

No holder of any of the shares of the capital stock of the corporation shall be entitled as of right to purchase or subscribe for any unissued stock of any class or any additional shares of any class to be issued by reason of any increase of the authorized capital stock of the corporation of any class, or bonds, certificates of indebtedness, debentures or other securities convertible into stock of the corporation, or carrying any right to purchase stock of any class, but any such unissued stock or such additional authorized issue of any stock or of other securities convertible into stock, or carrying any right to purchase stock, may be issued and disposed of pursuant to resolution of the Board of Directors to such persons, firms, corporations or associations and upon such terms as may be deemed advisable by the Board of Directors in the exercise of its discretion.

FIFTH: The amount of capital with which the corporation will commence business is One Thousand Dollars (\$1,000.00).

SIXTH: The names and places of residence of each of the incorporators are as follows:

<u>NAME</u>	<u>RESIDENCE</u>
E. G. Salmons	Dover, Delaware
E. R. Steele, Jr.	Dover, Delaware
R. A. Schwartz	Dover, Delaware

SEVENTH: The existence of the corporation is to be perpetual.

EIGHTH: The private property of the stockholders shall not be subject to the payment of corporate debts to any extent whatsoever.

NINTH: (a) Subject to the provisions of the General Corporation Law of the State of Delaware, the number of directors of the corporation shall be determined as provided in the By-Laws.

(b) The election of directors need not be by ballot.

TENTH: IN FURTHERANCE AND NOT IN LIMITATION of the general powers conferred by the laws of the State of Delaware, the Board of Directors is expressly authorized:

(a) To make, alter, or repeal the By-Laws of the corporation; to fix the amount to be reserved as or for working capital or for any other proper purpose, to fund such reserve or reserves, and to abolish any such reserve or reserves, fund or funds; to authorize and cause to be executed mortgages and liens upon the real and personal property of this corporation.

(b) From time to time to determine pursuant to the provisions of the By-Laws, whether and to what extent, and at what times and places, and under what conditions and regulations, the accounts and books of the corporation, or any of them, shall be open to inspection of stockholders; and no stockholder shall have any right of inspecting any account, book or document of the corporation except as conferred by statute, unless duly authorized so to do by a resolution of the stockholders or of directors.

(c) The directors, by a suitable By-Law or by resolution passed by a majority of the whole membership of the Board, may designate two or more of their number to constitute a committee or committees, with such name or names as may be stated in the By-Laws, or as may be determined from time to time by resolution of the Board of Directors, which committee or committees, to the extent provided in such resolution or resolutions, or in the By-Laws of the corporation, shall have and may exercise the powers of the Board of Directors in the management of the business and affairs of the corporation, and may have power to authorize the seal of the corporation to be affixed to all papers which may require it.

(d) Subject to the provisions of the statutes of Delaware, to exercise any and all other powers, in addition to the powers expressly conferred by law and by this Certificate of Incorporation, which may be conferred upon it by the corporation through appropriate By-Law provisions.

ELEVENTH: 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 Section 3883 of the Revised Code of 1915 of said State, or on the application of trustees in dissolution or of any receiver or receivers appointed for this corporation under the provisions

of Section 43 of the General Corporation Law of the State of Delaware, 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 a 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,

TWELFTH: No contract or other transaction between the corporation and any other corporation, whether or not a majority of the shares of the capital stock of such other corporation is owned by the corporation, and no act of the corporation shall in any way be affected or invalidated by the fact that any of the directors of the corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation; any director individually, or any firm of which such director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any con-

tract or transaction of the corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors, or a majority thereof, and any director of the corporation who is also a director or officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize such contract or transaction, and may vote thereat to authorize such contract or transaction, with like force and effect as if he were not such director or officer of such other corporation or not so interested.

THIRTEENTH: The stockholders and directors shall have power to hold their meetings, if the By-Laws so provide, and keep the books, documents and papers of the corporation, outside of the State of Delaware, and to have one or more offices within or without the State of Delaware, at such places as may be from time to time designated by the By-Laws or by resolution of the stockholders or directors, except as otherwise required by the laws of Delaware.

FOURTEENTH: The corporation reserves the right to amend, alter or repeal any provision contained in this Certificate of Incorporation in the manner now or hereafter prescribed by the statutes of Delaware, and all rights and powers conferred on directors and stockholders herein are granted subject to this reservation.

WE, THE UNDERSIGNED, for the purpose of forming a corporation under the laws of the State of Delaware, do make, file and record this Certificate, and do certify that the facts herein stated are true, and we have accordingly hereunto set our respective hands and seals.

Dated: July 10, 1950

E. G. SALMONS (L.S.)

E. R. STEELE, JR. (L.S.)

R. A. SCHWARTZ (L.S.)

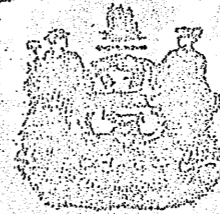
STATE OF DELAWARE }
COUNTY OF KENT } SS.:

BE IT REMEMBERED, that personally appeared before me, F. K. Tuller, a Notary Public, E. C. Salmons, E. R. Steels, Jr., and R. A. Schwartz, parties to the foregoing Certificate of Incorporation, known to me personally to be such, and I having first made known to them and each of them the contents of said Certificate; they did each severally acknowledge that they signed, sealed and delivered the same as their voluntary act and deed, and each deposed that the facts therein stated were truly set forth.

GIVEN under my hand and my seal of office this
10th day of July, A.D. 1950.

F. KENNETH TULLER
Notary Public

State of Delaware



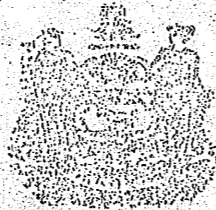
OFFICE OF SECRETARY OF STATE

I, Harris B. McDowell, Jr., Secretary of State of the State of Delaware, do hereby certify that the above and foregoing is a true and correct copy of Certificate of Incorporation of the "CAF INCORPORATED", as received and filed in this office the tenth day of July, A.D. 1950 at 9 o'clock

In Testimony Whereof, I have hereunto set my hand and official seal at Dover this twenty-second day of August in the year of our Lord one thousand nine hundred and fifty.

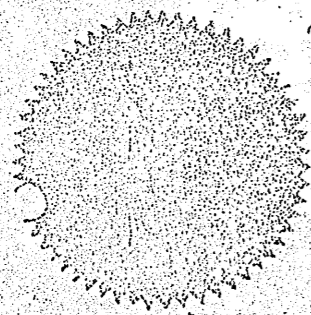
Harris B. McDowell, Jr.
Secretary of State

Heinie H. Hockett
Asst. Secretary of State



I, George H. Schultz, Secretary of State of the State of Delaware,
do hereby certify that the above and foregoing is a true and correct copy of
Certificate of Amendment of the "CAT INCORPORATED", as received and
filed in this office the thirty-first day of March, A.D. 1959, at 9
o'clock A.M.

In Testimony Whereof, I have hereunto set my hand
and official seal at Dover this fourteenth day
of May in the year of our Lord
one thousand nine hundred and fifty-nine.



George H. Schultz
Secretary of State

M. D. Tomlinson

Act. Secretary of State

FORM 121

Island of Taiwan)
City of Taipei) SS:
Embassy of the)
United States of America)

BE IT REMEMBERED, that on this 26th day of
March 1959, personally came before me, Donald L. Whittaker
a Vice Consul of the United States of America, duly
commissioned and sworn to take acknowledgment or proof
of deeds, Hugh L. Grundy, President of CAT Incorporated,
a corporation of the State of Delaware, the corporation
described in the foregoing Certificate, known to me
personally to be such, and he the said Hugh L. Grundy, as
such President, duly executed said certificate before me,
and acknowledged the said Certificate to be his act and
deed made on behalf of said corporation that the
signature of said President and of the Secretary to said
foregoing certificate of amendment are in the handwriting
of said President and Secretary of said corporation
respectively, and that the seal affixed to said certificate
is the common or corporate seal of said corporation, and
that his act of sealing, executing, acknowledging and
delivering the said Certificate was duly authorized by
the stockholders of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand
and seal of office the day and year aforesaid.

CONSUL AT SERVICE OF THE
UNITED STATES OF AMERICA
TAIPEI, CHINA

Donald L. Whittaker
Donald L. Whittaker
Vice Consul of the
United States of America

Service No. 1372
Tariff Item No. 46
Fee Paid: US\$ 2.50
Local CY. equiv.: NT\$ --

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
CAT INCORPORATED

(Pursuant to Section 242 of Title 8, Chapter 1 of the Delaware Code of 1953)

CAT INCORPORATED (hereinafter called the "Corporation"), a corporation organized and existing under and by virtue of Title 8, Chapter 1 of the Delaware Code of 1953, does hereby certify as follows:

THAT, upon unanimous written consent of the holders of all of the outstanding shares of stock entitled to vote of the above corporation which consent was given pursuant to the provisions of Sections 228 and 229 of Title 8, Chapter 1 of the Delaware Code of 1953, the following amendment of the Certificate of Incorporation of the corporation has been duly adopted in accordance with the provisions of Section 242 of Title 8, Chapter 1 of the Delaware Code of 1953:

By striking out Article FIRST thereof in its entirety, and by substituting in lieu thereof a new Article First to read as follows:

"FIRST, the name of this corporation shall be Air America, Inc."

IN WITNESS WHEREOF, the said CAT Incorporated has made under its corporate seal and signed by Hugh L. Grundy, its President and Clyde S. Carter, its Secretary, the foregoing certificate, and the said Hugh L. Grundy, as President, and the said Clyde S. Carter, as Secretary, have hereunto respectively set their hands and caused the corporate seal of the corporation to be affixed this 26th day of March, 1959.

CAT INCORPORATED
CORPORATE SEAL
1950
DELAWARE

Hugh L. Grundy
President

Clyde S. Carter
Secretary

SHAW, PITTMAN, POTTS & MAECHLING
BANK BUILDING
400 F STREET, N.W.
WASHINGTON, D. C.

May 19, 1959

Mr. George A. Doola, Jr.
Vice Chairman of the Board
Air America, Inc.
918 Sixteenth Street, N. W.
Washington 3, D. C.

Dear Mr. Doola:

We have examined the General Corporation Law of the State of Delaware, as set forth in Title 8, Chapter 1 of the Delaware Code of 1953, the applicable court decisions thereunder, and the Certificate of Incorporation and all amendments thereto of Air America, Inc. formerly CAT Incorporated.

Based upon such examination we can state that, in our opinion, this company is a corporation duly organized in the State of Delaware and existing in good standing therein, with all existing amendments to its Certificate of Incorporation legal and effective as of the date when filed in the Office of the Secretary of State of Delaware.

We can further state that, in our opinion, the Certificate of Amendment to the Certificate of Incorporation of this company which was filed with the Secretary of State of Delaware on March 31, 1959 did validly and effectively amend such Certificate of Incorporation to change the name of the company from CAT Incorporated to Air America, Inc., and that the latter is now its legal name.

Very truly yours,

By: 
SHAW, PITTMAN, POTTS & MAECHLING

<u>Name of Shareholder</u>	<u>Citizenship</u>	<u>Percent of Stock</u>
The Pacific Corporation	United States of America	100%

The Pacific Corporation is a company organized and existing under the laws of the State of Delaware, U.S.A.

Attachment No. 2 to Air America, Inc.
Application for JFIS License;
P-64-173, dated 30 April 1964.

Applicant's Officers

<u>Name</u>	<u>Title</u>	<u>Citizenship</u>
George A. Doole, Jr.	Managing Director and Chief Executive Officer	USA
Hugh L. Grundy	President	USA
Clyde S. Carter	Vice President and Secretary	USA
Allan Huaste	Vice President-Technical Services	USA
James W. Walker, Jr.	Vice President-Flying Contract Affairs	USA
Talimadge L. Boyd	Vice President-Flight Operations	USA
Amos Hiatt	Treasurer-Controller	USA
James H. Bastian	Assistant Secretary	USA

Attachment No. 3 to Air America, Inc.
Application for JFIS License;
P-64-173, dated 30 April 1964.

Offices of Applicant

Head Office: 808 - Seventeenth Street, N.W.
Washington 6, D.C.
U. S. A.

Branch Offices: Kadana Air Base, Okinawa
Hamby Army Air Field, Okinawa
Tuchikawa Air Base, Japan
Vientiane, Laos
Bangkok, Thailand
Udon, Thailand
Saigon, Vietnam

Attachment No. 4 to Air America, Inc.
Application For JFIB License;
P-64-173, dated 30 April 1964

AIR AMERICA, INC.
Balance Sheet as of 31 March 1964

Assets	
Cash	\$ 42,724
Accounts Receivable	577,392
Investments	
U.S. Government Securities	\$2,694,414
Notes and Shares in Accounts	7,940,224 610,624,480
Investment in Purchases	1,014,770
Flight Equipment	1,785,475
Lease Allow. for Depreciation	1,021,597 763,878
Other	48,897 515,073,791
Liabilities	
Accounts Payable	\$ 18,123
Prov. for U.S. Income Taxes	200,033
Notes Payable, Long Term	7,595,000
	7,813,126
Equity	
Capital Stock	\$2,000,000
Retained Earnings	1,748,000 3,748,000
	1,505,078 515,073,791

The total number of authorized shares of stock is 400,000 (vide Article FOURTH of the Certificate of Incorporation) all of the class and of a par value of \$1.00. Of the 400,000 authorized shares, 200,200 have been issued at a capital stock paid in value of \$10.00 per share.

Attachment No. 5 to Air America, Inc.
Application for JFIB License;
P-64-173, dated 30 April 1964.

AIR AMERICA, INC.

Statement of Income and Retained Earnings
For the Fiscal Year Ended 31 March 1964

017 426 448

Direct Flying	\$3,930,095	
Direct Maintenance and Servicing	3,012,344	
Sub-contract costs	7,457,986	
Depreciation	661,737	
Other	1,531,995	16,604,167
Gross Profit on Operations		622,276
Add, Interest Income		86,509
Income before Provision for Income Taxes		719,084
Provision for U.S. Income Taxes		275,000
Net Income		444,084
Retained Earnings at Beginning of Year		1,150,987
Retained Earnings at End of Year		1,595,071

Attachment No. 6 to Air America, Inc.
Application for JFIB License;
P-64-173, dated 30 April 1964.

AIR AMERICA, INC.

Liability Insurance Carried

I. Passenger Liability:

\$50,000. any one person; \$50,000. times the number of seats on board for any given aircraft.

II. Third Party Liability:

A. Bodily Injury:

\$50,000. any one person; \$500,000. any one aircraft.

B. Property Damage:

\$2,000,000. any one aircraft.

III. Passenger Baggage (up to \$30,000. any one accident)

A. Registered (checked):

\$16.50 per kilo any one person.

B. Unregistered (unchecked):

\$332.00 any one person.

IV. Comprehensive Ground Liability:

A. Premises Liability:

1. Bodily Injury - \$100,000. any one person,
\$1,000,000. any one accident.

2. Property Damage - \$1,000,000. any one accident.

B. Hangarkeepers':

\$1,000,000. any one accident (\$100.00 deductible).

C. Products Liability (\$10,000,000. in the aggregate)

1. Bodily Injury - \$100,000. any one person,
\$1,000,000. any one accident,
\$2,000,000. in the aggregate.

2. Property Damage - \$1,000,000. any one accident,
\$2,000,000. in the aggregate.

D. Excess Coverage:

Bodily injury and property damage \$5,000,000. any one accident
(applicable separately to each of A, B and C above).

Attachment No. 7 to Air America, Inc.
Application for JFIB License;
P-64-173, dated 30 April 1964
(page 1 of 2 pages)

Applicant's insurers are:

1. For coverages I, II, III above, Lloyds London, Companies Collective;

Brokers: Mollers' (Hongkong) Ltd.

2. For coverages under IV above, Lloyds, London Underwriters, Companies Collective;

Brokers: Parker and Company (New York).

Attachment No. 7 to Air America, Inc.
Application for JFIB License;
P-84-173, dated 30 April 1984
(Page 2 of 2 pages)

PROPOSED (INITIAL) SCHEDULES

Schedule subject to Change without Notice All times shown are local time

FLIGHT	AIRCRAFT	DAYS	DAILY	MON, THU SAT, SUN
C-43	C-46		C-46	C-45
MON, THU SAT, SUN	DAILY		DAILY	MON, THU SAT, SUN
1420	1000	TV 豊 島 崎 NHK	1405	1335
1545	1110	AR 青 島 WITAKO	1300	1730
1600	1125	TV 豊 島 崎 NHK	1250	1720
1635	1200	AR 青 島 WITAKO	1215	2845

Attachment No. 2 to Air America, Inc.
Application for JTB License
P-56173, dated 30 April 1964

PROPOSED PASSENGER FARES (IN U.S.\$)

NAHA		HIYAKO		ISHIGAKI		YONAGUNI		KUME-JIMA		NIHAHIDAITO	
OW 9.50	RT 18.05	OW 5.20	RT 9.88	OW 5.00	RT 9.50						
OW 13.90	RT 26.41										
OW 4.00	RT 7.60										
OW 14.00	RT 25.29										

NOTE: The above fares do not include the 20% tax on passenger transportation.

Referred to in Application as "Delto"

Attachment No. 9 to Air America, Inc.
Application for JTB License
P-56173, dated 30 April 1964.



PROPOSED CARGO RATES (IN U.S.\$)

(Per kilo)

NAHA				
0.20	MIYAKO			
0.15	0.05	ISHIGAKI		
		0.05	YONAGUNI	
0.05				KUME-YIMA
0.15				MINAMIDAITO*

NOTE: The above rates do not include any
tax on air transportation

*Referred to in Application as "Daito"

Attachment No. 10 to Air Amalco, Inc.
Application for IFB License;
E-64-173, dated 30 April 1964.

Questionnaire

(Form A)

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I. Name of Firm: Koza USO
Okinawa Address: APO San Francisco 96331

II. Foreign Investment License(s): NOT
Applicable
No. of License: (1) _____ (2) _____ (3) _____
Date Issued: _____
Period of Validity: _____

(Note: Please attach copies of all licenses and applications from which issued)

III. If all or part of your business is operating without a foreign investment license, under what status? (Firms operating entirely without foreign investment license, please fill out also attached Form B)

- HICOM Ordinance 11, Article 2. Which paragraph? _____
- Indent Operation.
- Other (Describe): _____

IV. Description of operations (including scope and volume of business):

Please include also gross sales and export, actual invested capital, and number of employees;

9

V. What proportion of above operations do you carry on under foreign investment licenses; what proportion under other status? (Give estimated breakdown of the percent of your business with USG agencies and/or military personnel*)

* includes not only personnel on active duty status but also civilians employed by an agency of the USG and the dependents of such individuals.

VI. Principal items imported into Okinawa as a part of your business operations.

Description of Item : Estimated Import Level
(e.g., machinery, foodstuffs)

VII. What specific questions do you have concerning Japanese law, regulations, and policy as they will apply to your business after reversion?

As I understand it, we should be covered by the Status of Forces Agreement between the United States and Japanese government as is our similar operation in Tokyo, Japan.

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Questionnaire

(Form A)

I. Name of Firm: Luen Fung Trading Co.,
Okinawa Address: C.P.O. Box 70, Naha, Okinawa.

II. Foreign Investment License(s):

No. of License: (1) _____ (2) _____ (3) _____

Date Issued: _____

Period of Validity: _____

(Note: Please attach copies of all licenses and applications from which issued)

III. If all or part of your business is operating without a foreign investment license, under what status? (Firms operating entirely without foreign investment license, please fill out also attached Form B)

HICOM Ordinance 11, Article 2. Which paragraph? _____

Indent Operation.

Other (Describe): _____

IV. Description of operations (including scope and volume of business):

Please include also gross sales and export, actual invested capital, and number of employees;

Employee: 4 persons

Scope: Candy, Biscuit, Cloth material, Plastic Product, Leather Products and Jewellery Sundry Goods.

V. What proportion of above operations do you carry on under foreign investment licenses; what proportion under other status? (Give estimated breakdown of the percent of your business with USG agencies and/or military personnel*)

None

* includes not only personnel on active duty status but also civilians employed by an agency of the USG and the dependents of such individuals.

VI. Principal items imported into Okinawa as a part of your business operations.

Description of Item (e.g., machinery, foodstuffs)	Estimated Import Level
Candy & Biscuit	: Appt \$150,000-170,000
Cloth & Miscellaneous	: 35,000-50,000
Leather	: 30,000-40,000
Plastic Products	: 35,000-50,000
Jewellery & Watches	: 120,000-150,000
Sundry Goods	: 25,000-30,000
	: (above are yearly figures)

VII. What specific questions do you have concerning Japanese law, regulations, and policy as they will apply to your business after reversion?

We are not clear in Japanese Law, regulations and Policy as yet However We will face it, but feel not at ease of the change.

Questionnaire

(Form B)

-- To be filled out only by those firms without a foreign investment license --

I. Name of Firm: Luen Fung Trading Co.,

II. Place of Incorporation: HongKong.

III. Principal Shareholders:

<u>Shareholder</u>	<u>Location and Nationality</u>
Mr. Chan Hung Mou	No. 22, Kai Yuen Terrace, 1st Fl., Hongkong
Mr. K.T. Yang	Flat "C" Gordon House, 7th Fl., 84, King Fat St., Causeway Bay, Hongkong.
Mr. Chen Leng Fei	No. 7, Dragon Road, 1st Fl., Causeway Bay, Hongkong.

(all gentlemen are Chinese nationality)

IV. Principal Officers of Firm:

<u>Name</u>	<u>Location and Nationality</u>
- same as III -	- same as III *

V. Relation of Okinawa Operation to activities of company as a whole?

This is a liaison office only.

VI. Description and size of investment in Okinawa:

We are on indent operation and have no investment, But We do feel our operation helps The local Economy to a certain extend.

Questionnaire

(Form A)

I. Name of Firm: Sea-Land Service, Inc.

Okinawa Address: Takada Bldg. 3rd Floor
Highway #1, Naha

II. Foreign Investment License(s): None

No. of License: (1) _____ (2) _____ (3) _____

Date Issued: _____

Period of Validity: _____

(Note: Please attach copies of all licenses and applications from which issued)

III. If all or part of your business is operating without a foreign investment license, under what status? (Firms operating entirely without foreign investment license, please fill out also attached Form B)

HICOM Ordinance 11, Article 2. Which paragraph? C & g

Indent Operation.

Other (Describe):

IV. Description of operations (including scope and volume of business):

Please include also gross sales and export, actual invested capital, and number of employees;

Containerized ocean transportation of U.S. Gov't cargoes
Movable property and equipment \$10,000
Leasehold improvements 5,120
Gross Sales 1969 \$8,000,000
Employees - 2

Questionnaire

(Form B)

-- To be filled out only by those firms without a foreign investment license --

I. Name of Firm: Sea-Land Service, Inc.

II. Place of Incorporation: Delaware, U.S.A.

III. Principal Shareholders:

<u>Shareholder</u>	<u>Location and Nationality</u>
McLean Industries, Inc. (100%)	Delaware U.S.A. (U.S.A)

IV. Principal Officers of Firm:

<u>Name</u>	<u>Location and Nationality</u>
M.R. McEvoy, Chairman	Elizabeth, N.J., U.S.A. (U.S.A.)
P.F. Richardson, President	" " " "
J.W. McConnell, Jr., Secretary	" " " "

V. Relation of Okinawa operation to activities of company as a whole?

VI. Description and size of investment in Okinawa:

Movable property and equipment	\$10,000
Leasehold improvements	\$ 5,120

V. What proportion of above operations do you carry on under foreign investment licenses; what proportion under other status? (Give estimated breakdown of the percent of your business with USG agencies and/or military personnel*)

100% U.S. Military

* includes not only personnel on active duty status but also civilians employed by an agency of the USG and the dependents of such individuals.

VI. Principal items imported into Okinawa as a part of your business operations.

<u>Description of Item</u>	<u>Estimated Import Level</u>
(e.g., machinery, foodstuffs)	:

Do not import goods
Provide transport services

VII. What specific questions do you have concerning Japanese law, regulations, and policy as they will apply to your business after reversion?

Will there be any surcharge or tax imposed upon investment existing at time of reversion?

We have a branch qualified to do business in Japan. Will that qualification suffice for Okinawa after reversion? What additional requirements, if any, will have to be met.