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**THE REORGANIZED SUBSIDIARY DEBTORS'**  
**CERTIFICATES OF INCORPORATION**

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**FRONTIER AIRLINES, INC.**

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION**

The undersigned, being the [insert position of Authorized Corporate Officer] of Frontier Airlines, Inc., a corporation organized and existing under the Colorado Business Corporation Act (the “Act”), hereby certifies that the Restated Articles of Incorporation filed with the Colorado Secretary of State on September 10, 1999, as amended on June 6, 2006, are hereby amended and restated in their entirety pursuant to Sections 7-110-103 and 7-110-107 of the Act to read as follows:

**ARTICLE I  
NAME**

The name of the Corporation is Frontier Airlines, Inc.

**ARTICLE II  
AUTHORIZED CAPITAL**

Section 2.01. *Authorization.* The Corporation has one class of stock which is designated common stock (“Common Stock”). The aggregate number of shares of Common Stock that the corporation has authority to issue is 1,000 shares, with no par value.

Section 2.02. *Non-Voting Securities.* The Corporation shall not issue any class of non-voting equity securities until and unless a majority of the Board of Directors of the Corporation determines that it is no longer in the best interests of the Corporation for such prohibition to be effective. The Corporation shall publicly disclose such determination within a reasonable time after any such determination.

**ARTICLE III  
REGISTERED OFFICE AND AGENT**

The street address of the initial registered agent of the Corporation is 1560 Broadway, Suite 2090, Denver, CO 80202, and the name of the initial registered agent at that address is Corporation Service Company.

**ARTICLE IV  
INITIAL PRINCIPAL OFFICE**

The address of the Corporation’s initial principal office is 7001 Tower Road, Denver, CO 80249.

**ARTICLE V  
SHAREHOLDER ACTION**

Notwithstanding anything to the contrary in these Amended and Restated Articles of Incorporation, any matter to be approved by the Corporation's shareholders, whether pursuant to these Amended and Restated Articles of Incorporation, the Bylaws of the Corporation, the Act or any other applicable law or regulation, may, in lieu of being approved by vote of the shareholders of the Corporation at an annual or special meeting, be approved if shareholders holding shares having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all of the shares entitled to vote thereon were present and voted deliver to the Corporation a written consent to such action in accordance with Section 7-107-104 of the Act.

**IN WITNESS WHEREOF**, the undersigned does hereby certify under penalties of perjury that these Amended and Restated Articles of Incorporation are the act and deed of the Corporation, and accordingly has hereunto set his hand this [•] day of [•], 2009,

**FRONTIER AIRLINES, INC.**

By: \_\_\_\_\_  
Name:  
Title: Authorized Corporate Officer

**LYNX AVIATION, INC.,  
a Colorado corporation**

**ATTACHMENT TO AMENDED AND RESTATED ARTICLES OF  
INCORPORATION**

This Attachment to the Amended and Restated Articles of Incorporation of Lynx Aviation, Inc., a Colorado corporation (the “Corporation”) is to be attached to and made a part of the Amended and Restated Articles of Incorporation of the Corporation pursuant to the provisions of the Colorado Business Corporation Act, as amended.

The following additional paragraphs are added to the Amended and Restated Articles of Incorporation:

Non-Voting Securities:

The Corporation shall not issue any class of non-voting equity securities until and unless a majority of the Board of Directors of the Corporation determines that it is no longer in the best interests of the Corporation for such prohibition to be effective. The Corporation shall publicly disclose such determination within a reasonable time after any such determination.

Initial Board of Directors:

The initial member of the Board of Directors shall be [•]

Action by Shareholders:

Notwithstanding anything to the contrary in these Amended and Restated Articles of Incorporation, any matter to be approved by the Corporation’s shareholders, whether pursuant to these Amended and Restated Articles of Incorporation, the Bylaws of the Corporation, the Colorado Business Corporation Act or any other applicable law or regulation, may, in lieu of being approved by vote of the shareholders of the Corporation at an annual or special meeting, be approved if shareholders holding shares having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all of the shares entitled to vote thereon were present and voted deliver to the Corporation a written consent to such action in accordance with § 7-107-104 of the Colorado Business Corporation Act.

**IN WITNESS WHEREOF**, the undersigned does hereby certify under penalties of perjury that these Amended and Restated Articles of Incorporation are the act and deed of the Corporation, and accordingly has hereunto set his hand this [•] day of [•], 2009,

**LYNX AVIATION, INC.**

By: \_\_\_\_\_

Name:

Title: Authorized Corporate Officer