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BY-LAWS OF ALTITUDE ACCESS SOLUTIONS, INC.

OFFICES

Section 1.01 Principal Office. The principal office of the corporation will be located at Syracuse Hanock International Airport, 1000 Colonel Eileen Collins Boulevard, Syracuse, New York 13212.

Section 1.02 Other Offices. The corporation may also have offices and places of business at such other places within the State of New York as the board of directors may from time to time determine, subject to applicable law.

SHAREHOLDERS

Section 2.01 Annual Meeting.

(a) The annual meeting of the shareholders of the corporation, for the election of directors as provided by applicable law and for the transaction of other business, must be held each year at the offices of the corporation in the month of January. The annual meeting must be held in accordance with the New York State Open Meetings Law as amended from time to time (the "**Open Meetings Law**").

(b) To the extent now or hereafter permitted by the Open Meetings Law, the board of directors may, in its sole discretion, determine that the annual meeting be held solely by means of electronic communication, using a platform or service of which will be the place of the meeting.

Section 2.02 Special Meetings. Special meetings of the shareholders for any purpose or purposes may be called by the board of directors or the President, and will be held on such date, and at such time, as may be determined by the board of directors. The only business which may be conducted at a special meeting, other than procedural matters and matters relating to the conduct of the meeting, will be the matter or matters described in the notice of such meeting. Any special meeting may be held by means of electronic communication if permitted for annual meeting, as described in Section 2.01.

Section 2.03 Electronic Communication. To the extent permitted by the Open Meetings Law, the board of directors may, in its discretion, authorize shareholders not physically present, in person or by proxy, at a meeting of shareholders to participate in the proceedings of such meeting and/or vote or grant proxies with respect to matters submitted to the shareholders at such meeting by means of electronic communication. A shareholder participating in a shareholders' meeting by such means is deemed to be present in person at the meeting.

Section 2.04 Notice of Meetings. The corporation must give written or electronic notice of each meeting of the shareholders, personally or by mail or electronic transmission, not fewer than ten (10) nor more than sixty (60) days before the date of the meeting. If mailed, the corporation must or must cause to be deposited in the United States mail, with postage thereon prepaid, directed to the shareholder at such shareholder's address as it appears on the record of shareholders or, if a shareholder has filed with the corporation a written request that notices to such shareholder be mailed to some other address, then directed to such shareholder at such other address. If transmitted electronically, such notice must be directed to the shareholder's electronic address supplied to the corporation or as otherwise directed pursuant to the shareholder's authorization or instructions. The notice must state (i) the place, date and hour of the meeting, (ii) the means of electronic communications, if any, by which shareholders and proxyholders may participate in the proceedings of the meeting and vote or grant proxies at such meeting and (iii) unless it is the annual meeting, the purpose or purposes for which the meeting is called and indicate that the notice is being issued by or at the direction of the person or persons calling the meeting. The notice need not refer to the approval of minutes or to other matters normally incident to the conduct of the meeting.

Section 2.05 Waiver of Notice. Notice of a meeting need not be given to any shareholder who submits a waiver of notice. Waivers of notice may be written or electronic and may be submitted before or after the meeting. The attendance of any shareholder at a meeting, in person or by proxy, without protesting prior to the conclusion of the meeting the lack of notice of such meeting, shall constitute a waiver of such notice by such shareholder.

Section 2.06 Procedure. At each meeting of shareholders, the order of business and all other matters of procedure will be determined by the person presiding at the meeting.

Section 2.07 List of Shareholders. The corporation must produce a certified list of shareholders as of the record date, upon any shareholder’s request at a meeting or prior thereto. If the right to vote at any meeting is challenged, the inspectors of election, or person presiding thereat, must require the corporation to produce such list of shareholders as evidence of the right of the persons challenged to vote at such meeting, and all persons who appear from such list to be shareholders entitled to vote thereat may vote at such meeting.

Section 2.08 Quorum. At each meeting of shareholders for the transaction of any business, a quorum must be present to organize such meeting. Except as otherwise provided by law, a quorum consists of the holders of a majority of the votes of shares of the corporation entitled to vote at such meeting, present either in person or by proxy. When a quorum is once present to organize a meeting of the shareholders, it is not broken by the subsequent withdrawal of any shareholders.

Section 2.09 Adjournments. The shareholders entitled to vote who are present in person or by proxy at any meeting of shareholders, whether or not a quorum is then present at the meeting, will have power by a majority vote to adjourn the meeting from time to time without notice other than announcement at the meeting of the time and place to which the meeting is adjourned. At any adjourned meeting at which a quorum is present, any business may be transacted that might have been transacted on the original date of the meeting, and the shareholders entitled to vote at the meeting on the original date (whether or not they were present thereat), and no others, shall be entitled to vote at such adjourned meeting. However, if after the adjournment the board fixes a new record date for the adjourned meeting, the corporation must give notice of the adjourned meeting to each shareholder of record on the new record date entitled to such notice.

Section 2.10 Voting; Proxies. Each shareholder of record is entitled at every meeting of shareholders to one vote for each share having voting power standing in the shareholder's name on the record of shareholders of the corporation on the record date fixed pursuant to Section 6.03 of these by-laws, unless otherwise provided in the certificate of incorporation of the corporation. Each shareholder entitled to vote at a meeting of shareholders may vote in person or, if authorized by the board of directors, by means of electronic communication, or may authorize another person or persons to act for the shareholder by proxy. Any proxy must be signed by the shareholder or the shareholder's duly authorized officer, director, employee or agent and must be delivered to the secretary of the meeting. The signature of a shareholder or the shareholder's duly authorized officer, director, employee or agent on any proxy may be affixed by any reasonable means, including facsimile signature. No proxy will be valid after the expiration of 11 months from the date of its execution unless otherwise provided in the proxy. Every proxy will be revocable at the pleasure of the shareholder executing it, except as otherwise provided by law.

Directors shall be elected as provided by applicable law. All other corporate action to be taken by vote of the shareholders will, except as otherwise provided by law, the certificate of incorporation or these by-laws, be authorized by a majority of the votes cast in favor of such action at a meeting of the shareholders. The vote upon any corporate action coming before a meeting of shareholders, will not be by ballot unless the person presiding at such meeting so directs or any shareholder, present in person or by proxy and entitled to vote thereon, so demands. Unless otherwise provided in the certificate of incorporation, an abstention will not constitute a vote cast.

Section 2.11 Appointment of Inspectors at Meetings. The board of directors may, in advance of any meeting of the shareholders, appoint one or more inspectors to act at the meeting (or any adjournment thereof) and make a written report thereof. In case any inspector appointed fails to appear or act, the vacancy may be filled by appointment made by the board of directors in advance of the meeting or at the meeting by the person presiding thereat. Each inspector, before entering upon the discharge of such inspector's duties, must take and sign an oath faithfully to execute the duties of inspector at such meeting with strict impartiality and according to the best of such inspector's ability. The board of directors will not permit anyone who is a candidate for the office of director of the corporation to act as an inspector at any meeting of the shareholders at which directors are elected.

Section 2.12 Duties of Inspectors of Election. Whenever one or more inspectors of election is appointed as provided in these by-laws, such inspector or inspectors will have the duty to determine the number of shares outstanding and entitled to vote, the shares represented at the meeting, the existence of a quorum, and the validity and effect of proxies, and will receive votes, ballots or consents, hear and determine all challenges and questions arising in connection with the right to vote, count and tabulate all votes, ballots, or consents, determine the result, and do such acts as are proper to conduct the election or vote with fairness to all shareholders.

DIRECTORS

Section 3.01 Number and Qualifications. The board of directors will consist of the members of the Authority, as provided in the same manner as Chapter 43-A, Article 8, Title 34 of the New York State Public Authorities Law, as amended (the "Act").

Section 3.02 Powers. The business of the corporation will be managed under the direction of the board of directors, which will have and may exercise all of the powers of the corporation, except such as are expressly conferred upon the shareholders by law, by the certificate of incorporation or by these by-laws.

Section 3.03 Election and Term of Office. Except as otherwise provided by law or these by-laws, each director's term of office is coterminous with their membership.

Section 3.04 Resignation. Any director of the corporation may resign in accordance with the Act.

Section 3.05 Removal of Directors. Any or all of the directors may be removed pursuant to and in accordance with the Act, and for the same reasons and in the same manner as may be provided by Public Authorities Law § 2827.

Section 3.06 Vacancies. Vacancies shall be filled pursuant to the Act. Vacancies, occurring otherwise than by expiration of term of office, shall be filled for the unexpired terms.

Section 3.07 Directors' Fees and Compensation. Directors will not be entitled to fees or other compensation for service on the corporation's board of directors. To the extent permitted by the Act or other applicable law, directors will be entitled to reimbursement for their actual and necessary expenses incurred in connection with service on the board.

Section 3.08 First Meeting of Newly Elected Directors. The first meeting of each newly elected board of directors (other than the initial board of directors) will be held immediately after the annual meeting of shareholders and at the same place as such annual meeting of shareholders, provided a quorum be present, and no notice of such meeting will be necessary. In the event such first meeting of a newly elected board of directors is not held at said time and place, the same shall be held as provided in Section 3.09.

Section 3.09 Other Meetings of Directors. Subject to Section 3.08, regular and special meetings of the board of directors may be held at the offices of the corporation at such times as the board of directors may determine.

Section 3.10 Notice of Meetings. All meetings of the board of directors will be subject to notice to the directors and to the public as provided in the Open Meetings Law.

Section 3.11 Quorum and Action by the Board. At all meetings of the board of directors, except as otherwise provided by law, the certificate of incorporation or these by-laws, a quorum will be required for the transaction of business and must consist of not less than a majority of the entire board, and the vote of a majority of the entire board shall decide any question that may come before the meeting. A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time without notice other than announcement at the meeting of the time and place to which the meeting is adjourned.

Section 3.12 Procedure. The order of business and all other matters of procedure at every meeting of directors may be determined by the person presiding at the meeting.

Section 3.13 Open Meetings Law. All meetings of the board of directors must be held in accordance with the Open Meetings Law.

COMMITTEES OF DIRECTORS

Section 4.01 Designation of Committees. The board of directors shall appoint and constitute an Audit Committee and a Governance Committee, each comprised of not less than three (3) independent members, as defined in Public Authorities Law § 2825(2) and in accordance with Public Authorities Law § 2824, as such may be amended, who shall constitute a majority on each committee, and who shall possess the necessary skills to understand the duties and functions of their committee. The board of directors may, and in the event the corporation issued debt shall, appoint and constitute a Finance Committee comprised of not less than three (3) independent members, as defined in Public Authorities Law § 2825(2) and in accordance with Public Authorities Law § 2824, as amended, who shall constitute a majority on the committee, and who shall possess the necessary skills to understand the duties and functions of the Finance Committee. The board of directors, by resolution or resolutions adopted by a majority of the entire board, may designate from among its members one or more additional committees, each consisting of not less than three (3) independent members, and may designate one or more directors as alternate members of any such committee, who may replace any absent or disqualified member or members at any meeting of such committee. Each committee will have such name as set forth herein or as may be provided from time to time in the resolution or resolutions, will serve at the pleasure of the board of directors and will have, to the extent provided in such resolution or resolutions, all the authority of the board of directors except as otherwise provided by law.

Section 4.02 Acts and Proceedings. All acts done and power and authority conferred by a committee from time to time within the scope of its authority shall be, and may be deemed to be, and may be specified as being, the act and under the authority of the board of directors. The executive committee and each other committee shall keep minutes of its proceedings and report its actions to the board of directors when required.

Section 4.03 Compensation. Directors will not be entitled to fees or other compensation for service on any committee. To the extent permitted by the Act or other applicable law, directors will be entitled to reimbursement for their actual and necessary expenses incurred in connection with service on a committee.

OFFICERS

Section 4.04 Officers. The corporation shall have a President, Vice President, and a Treasurer, which officers shall be *ex officio*. The Executive Director of the Syracuse Regional Airport Authority ("SRAA") shall serve as President, the Chief Commercial Officer of SRAA shall serve as Vice-President, and the Chief Financial Officer of SRAA shall serve as Treasurer. The board of directors may from time to time appoint or elect such additional officers and establish employee positions as it may determine. Such additional officers and/or employees will have such titles and such authority and perform such duties as the board of directors may from time to time prescribe.

Section 4.05 Term of Office. The President, Vice President, and Treasurer are *ex officio* and will hold office in accordance with the Act and Organizational By-Laws of SRAA, as amended. Each additional officer appointed or elected by the board of directors will hold office for such term as may be determined from time to time by the board of directors and until such officer's successor has been appointed or elected and qualified. Any such additional officer, however, may be removed or have its authority suspended by the board of directors at any time, with or without cause. If the office of any officer becomes vacant for any reason, the corporation will have the power to fill such vacancy in accordance herewith.

Section 4.06 The President. The President will be the chief executive officer of the corporation. The President will preside at all meetings of the shareholders and of the board of directors. The President is responsible for making hiring and termination decisions for all employees of the corporation. The President will have the general powers and duties of supervision and management of the corporation which usually pertain to such office, and will perform all such other duties as are properly required of or delegated to the President by the board of directors.

Section 4.07 The Vice President. The Vice President will, in the absence or disability of the President, or at the request of the President, perform the duties and exercise the powers of the President. The Vice President also will have such powers and perform such duties as usually pertain to such office or as are properly required of such Vice President by the board of directors.

Section 4.08 The Treasurer. The Treasurer will have the care and custody of all the moneys and securities of the corporation. The Treasurer will cause to be entered in books of the corporation to be kept for that purpose full and accurate accounts of all moneys received by the Treasurer and paid by the Treasurer on account of the corporation. The Treasurer will make and sign such reports, statements and instruments as may be required of the Treasurer by the board of directors or by the laws of the United States or by any state, country or other jurisdiction in which the corporation transacts business, and will perform such other duties as usually pertain to such office or as are properly required of the Treasurer by the board of directors.

Section 4.09 Execution Authority of Officers. All agreements of the corporation shall be executed on behalf of the corporation by (a) the President, Vice-President, or Treasurer or (b) such other officer or employee of the corporation authorized in writing by the President, with such limitations or restrictions on such authority as the President deems appropriate or (c) such other person as may be authorized by the board of directors.

Section 4.10 Officers Holding Two or More Offices. Any two or more offices may be held by the same person.

Section 4.11 Duties of Officers May be Delegated. In case of the absence or disability of any officer of the corporation or in case of a vacancy in any office or for any other reason that the board of directors may deem sufficient, the board of directors, except as otherwise provided by law, may temporarily delegate the powers or duties of any officer to any other officer or to any director.

Section 4.12 Compensation. The compensation of each officer will be determined by the board of directors. The compensation of all other employees shall be fixed by the President or the President's designees within such limits as may be prescribed by the board of directors.

Section 4.13 Security. The board of directors may require any officer, agent or employee of the corporation to give security for the faithful performance of the duties of such officer, agent or employee, in such amount as may be satisfactory to the board. Such security may be in the form of a fidelity bond obtained by the corporation at its expense.

INDEMNIFICATION OF DIRECTORS AND OFFICERS

Section 5.01 Right of Indemnification. The corporation shall, to the fullest extent permitted by Section 18 of New York Public Officers Law, as amended, and, subject to the provisions thereof, indemnify any person made, or threatened to be made, a party to any action or proceeding, other than a criminal action, by reason of the fact that such person, his or her testator or intestate, was a member or an officer, agent or employee of the corporation or the board or served at the request of the corporation or the board, as a member or an officer, agent or employee of the corporation or the board, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees, actually and necessarily incurred as a result of such action or proceeding (including any appeal therein).

Section 5.02 Advancement of Expenses. Expenses incurred by a director or officer in connection with any action or proceeding as to which indemnification may be given under Section 5.01 may be paid by the corporation in advance of the final disposition of such action or proceeding upon (a) the receipt of an undertaking by or on behalf of such director or officer to repay such advancement in case such director or officer is ultimately found not to be entitled to indemnification as authorized by this ARTICLE V and (b) approval by the board of directors acting by a quorum consisting of directors who are not parties to such action or proceeding or, if such a quorum is not obtainable, then approval by the shareholders. To the extent permitted by law, the board of directors or, if applicable, the shareholders, will not be required to find that the director or officer has met the applicable standard of conduct provided by law for indemnification in connection with such action or proceeding before the corporation makes any advance payment of expenses hereunder.

Section 5.03 Availability and Interpretation. To the extent permitted under applicable law, the rights of indemnification and to the advancement of expenses provided in this ARTICLE V (a) will be available with respect to events occurring prior to the adoption of this ARTICLE V, (b) will continue to exist after any rescission or restrictive amendment of this ARTICLE V with respect to events occurring prior to such rescission or amendment, (c) will be interpreted on the basis of applicable law in effect at the time of the occurrence of the event or events giving rise to the action or proceeding or, at the sole discretion of the director or officer or, if applicable, the testator or intestate of such director or officer seeking such rights, on the basis of applicable law in effect at the time such rights are claimed and (d) will be in the nature of contract rights that may be enforced in any court of competent jurisdiction as if the corporation and the director or officer for whom such rights are sought were parties to a separate written agreement.

Section 5.04 Other Rights. The rights of indemnification and to the advancement of expenses provided in this ARTICLE V are not exclusive of any other rights to which any director or officer of the corporation or other person may now or hereafter be otherwise entitled whether contained in the certificate of incorporation, these by-laws, a resolution of the shareholders, a resolution of the board of directors or an agreement providing for such indemnification, the creation of such other rights being hereby expressly authorized. Without limiting the generality of the foregoing, the rights of indemnification and to the advancement of expenses provided in this ARTICLE V are not exclusive of any rights, pursuant to statute or otherwise, of any director or officer of the corporation or other person in any action or proceeding to have assessed or allowed in favor of such director, officer or other person, against the corporation or otherwise, costs and expenses of such director, officer or other person incurred therein or in connection therewith or any part thereof.

Section 5.05 Severability. If this ARTICLE V or any part hereof is held unenforceable in any respect by a court of competent jurisdiction, it will be deemed modified to the minimum extent necessary to make it enforceable, and the remainder of this ARTICLE V will remain fully enforceable.

SHARES

Section 6.01 Certificate of Shares. The shares of the corporation will be represented by certificates which will be numbered and shall be entered in the records of the corporation as they are issued. Each share certificate will when issued state upon the face thereof that the corporation is formed under the laws of the State of New York, the name of the person or persons to whom issued, and the number and class of shares and the designation of the series, if any, which such certificate represents and will be signed by the President or a Vice President and by the Treasurer, and may be sealed with the seal of the corporation, if any, or a facsimile thereof. The signatures of the officers upon a certificate may be facsimiles if: (a) the certificate is countersigned by a transfer agent or registered by a registrar other than the corporation itself or its employee; or (b) the corporation's shares are listed on a registered national securities exchange. If any officer who has signed or whose facsimile signature has been placed upon a certificate has ceased to be such officer before such certificate is issued, then it may be issued by the corporation with the same effect as if the officer were such officer at the date of issue. No certificate will be valid until countersigned by a transfer agent if the corporation has a transfer agent, or until registered by a registrar if the corporation has a registrar.

Section 6.02 Transfers of Shares. Shares of the corporation will be transferable solely to the extent permitted by the Act.

Section 6.03 Record Date and Time; Record of Shareholders. The Authority is the sole shareholder of the corporation and the only shareholder permitted by the Act.

Section 6.04 Record of Shareholders. The corporation will keep at its office in the State of New York, a record containing the names and addresses of all shareholders, the number and class of shares held by each and the dates when they respectively became the owners of record thereof.

Section 6.05 Lost Share Certificates. The board of directors may in its discretion cause a new certificate for shares to be issued by the corporation in place of any certificate theretofore issued by it, alleged to have been lost or destroyed, and the board may require the owner of the lost or destroyed certificate, or such owner's legal representatives, to give the corporation a bond sufficient to indemnify the corporation against any claim that may be made against it on account of the alleged loss or destruction of any such certificate or the issuance of any such new certificate; but the board of directors may in its discretion refuse to issue such new certificate save upon the order of a court having jurisdiction in such matters.

FINANCES

Section 7.01 Corporate Funds. The funds of the corporation shall be deposited in its name with such banks, trust companies or other depositories as the board of directors or the officers may from time to time designate. All checks, notes, drafts and other negotiable instruments of the corporation shall be signed by such officers, employees or agents as the board of directors may from time to time designate. No officers, employees or agents of the corporation, alone or with others, shall have power to make any checks, notes, drafts or other negotiable instruments in the name of the corporation or to bind the corporation thereby, except as provided in this Section 7.01.

Section 7.02 Fiscal Year. The fiscal year of the corporation shall be from July 1 to June 30.

Section 7.03 Loans to Directors. In accordance with Public Authorities Law § 2824, as amended, the corporation shall not, directly, or indirectly, extend or maintain credit, arrange for the extension of credit, or renew any extension of credit, in the form of a personal loan to or for any officer, board member or employee (or equivalent thereof) of the corporation.

MISCELLANEOUS

Section 8.01 Corporate Seal. The board of directors may in its discretion adopt or alter the seal of the corporation. The seal of the corporation, if the board elects to adopt one, shall be in such form as may be determined from time to time by the board of directors. The seal on any corporate obligation for the payment of money may be facsimile.

Section 8.02 Books and Records. The corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of its shareholders, board and committees, if any, and shall keep at the office of the corporation in this state or at the office of its transfer agent or registrar in this state, a record containing the names and addresses of all shareholders, the number and class of shares held by each and the dates when they respectively became the owners of record thereof. Any of the foregoing books, minutes or records may be in written form or in any other form capable of being converted into written form within a reasonable time.

Section 8.03 Inspection of Books and Records. The annual balance sheet and profit and loss statement of the corporation, minutes of proceedings of the shareholders and record of shareholders of the corporation shall, to the extent provided by law, be open to the inspection of shareholders and voting trust certificate holders, in the manner provided by law.

Section 8.04 Affidavit of Proper Purpose. The corporation may require any shareholder or voting trust certificate holder requesting an inspection under Section 8.03 to furnish to the corporation, its transfer agent or registrar an affidavit that such inspection is not desired for a purpose which is in the interest of a business or object other than the business of the corporation and that such shareholder or holder has not within five (5) years sold or offered for sale any list of shareholders of any corporation of any type or kind, or aided or abetted any person in procuring any such record of shareholders for any such purpose. An inspection requested under Section 8.03 may be denied to a shareholder or other person upon their refusal to furnish to the corporation, its transfer agent or registrar such an affidavit.

Section 8.05 Amendment of By-Laws. By-laws of the corporation may be adopted, amended or repealed at any meeting of shareholders, notice of which shall have referred to the proposed action, by a majority of the votes cast by the holders of the shares of the corporation at the time entitled to vote in the election of any directors, or at any meeting of the board of directors, notice of which shall have referred to the proposed action, by the vote of a majority of the entire board of directors.