

Division of Corporations

Page 1 of 2

H61988

Florida Department of State
Division of Corporations
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01 APR -4 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BASIC AMENDMENT**BAE SYSTEMS FLIGHT SIMULATION AND TRAINING, INC.**

Certificate of Status	0
Certified Copy	1
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Amend +
NIC
S. PAYNE APR 5 - 2001

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ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
BAE SYSTEMS FLIGHT SIMULATION AND TRAINING, INC.

01 APR -4 PM 5:00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1006 of the Florida Business Corporation Act, BAE Systems Flight Simulation and Training, Inc., a Florida corporation (the "Corporation"), adopts the following Articles of Amendment to its Articles of Incorporation:

ARTICLE I

Name

The name of the corporation is BAE Systems Flight Simulation and Training, Inc.

ARTICLE II

Amendment

Article I, Section 1.1 of the Articles of Incorporation of the Corporation shall be amended in its entirety to read as follows:

"ARTICLE I

Name

Section 1.1. Name. The name of the corporation is CAE USA Inc."

ARTICLE III

Amendment

Article VI, Section 6.4 of the Articles of Incorporation of the Corporation shall be amended in its entirety to read as follows:

"Section 6.4. Exculpation and Indemnification.

No director of this corporation shall be personally liable to this corporation or its shareholders for monetary damages for any statement, vote, decision, or failure to act, regarding corporate management or policy, as a director, except to the extent that such exemption from liability or limitation thereof is not permitted under the Florida Business Corporation Act. If the Florida Business Corporation Act is amended after the filing of these Articles of Incorporation of which this Section 6.4 is a part to authorize corporate action further eliminating or limiting the personal liability of directors or officers, then the liability of directors and officers of this corporation shall be eliminated or limited to the fullest extent permitted by the Florida Business Corporation Act as so amended.

This corporation shall indemnify to the fullest extent permitted by law, whether currently existing or arising in the future, any person who is made, or is threatened to be made, a party to any action, suit or proceeding (whether civil, criminal, administrative, or investigative) by reason

AUDIT NO. H01000034231 0

of the fact that he or she is or was a director or officer of this corporation or serves or served as a director or officer of any other enterprises at the request of this corporation.

Any repeal or modification of the foregoing paragraphs of this Section 6.4 by the shareholders of this corporation shall not adversely affect any right or protection of a director or officer of this corporation existing at the time of such repeal or modification."

ARTICLE IV
Date of Adoption

The amendments were adopted by the Corporation's sole shareholder on April 4, 2001.

ARTICLE V
Manner of Adoption

The amendments were duly approved by the sole shareholder of the Corporation and the number of votes cast for the amendments by the sole shareholder was sufficient for approval.

[Signature Page Next]

AUDIT NO. H01000034231 0

- 2 -

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; 4- 4- 1 ; 6:33PM ; CARLTON FIELDS-TPA→

Fl Dept of State;# 4/ 4

Dated this 4 day of April 2001.

By: 

Name: JOHN W PITTs

Title: President