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FLORIDA LIMITED LIABILITY CO.  
Aviation Education Holdings, LLC

Certificate of Status	1
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**ARTICLES OF ORGANIZATION  
OF  
AVIATION EDUCATION HOLDINGS, LLC**

I, the undersigned subscriber to these Articles of Organization, being a natural person competent to contract, do hereby make, subscribe, acknowledge, and file these Articles for the purpose of forming a limited liability company under the laws of the State of Florida.

**ARTICLE ONE**

The name of the limited liability company shall be Aviation Educational Holdings, LLC (the "Company").

**ARTICLE TWO**

The Company shall have perpetual existence commencing on the date of filing these Articles of Organization in the Office of the Secretary of State of the State of Florida.

**ARTICLE THREE**

The Company is organized for the purpose of transacting any and all lawful business, both within and without the State of Florida. Additionally, the general nature of the business or businesses to be transacted shall be:

(a) To conduct, maintain, operate, and to do business in any activity within the purpose for which a limited liability company may be organized under the Florida Limited Liability Company Act.

(b) To own real and personal property, and to use, operate, maintain, remodel, improve, and generally deal with and in the same, and any appurtenances convenient, desirable, or necessary in the conduct and operation of the lawful business of the Company.

(c) To do all and everything necessary or proper for the accomplishment of the objects and purposes of the Company, as determined by the Company's members in their discretion and consistent with the laws of the State of Florida, or as necessary or incidental to the protection and benefit of the Company, and in general to carry out any lawful business, regardless of whether such business is similar in nature to the objects as set forth herein, and in any part of the world, either as principal, agent, contractor, or otherwise, and either alone or in conjunction with any other persons, firm, associations, corporation, or other entities, both within and without the State of Florida, to the same extent as natural persons lawfully might or could do, insofar as acts may be permitted to be done by a limited liability company organized under the laws of the State of Florida.

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#### ARTICLE FOUR

The principal place of business of the Company shall be 1750 Radford Boulevard, Suite B NAS, Pensacola, Florida 32508, or such other place or places as the member(s) from time to time may determine. The name and address of the initial registered agent of the Company and the registered office shall be Gary B. Leuchtman, 501 Commendancia Street, Pensacola, Florida 32502.

#### ARTICLE FIVE

The Company will be a Manager-Managed Company.

#### ARTICLE SIX

The name and address of the organizer/authorized representative of the sole Member is:

Vice Admiral Gerald L. Hoewing USN (Ret)  
1750 Radford Boulevard  
NAS Pensacola, Florida 32508.

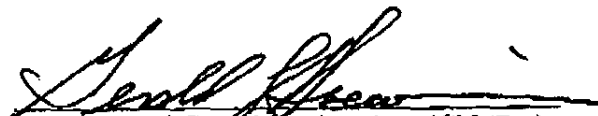
The name and address of the sole Member is:

The National Flight Academy, LLC  
1750 Radford Boulevard  
NAS Pensacola, Florida 32508.

#### ARTICLE SEVEN

The Company, its member and initial manager(s) shall enter into a written operating agreement which shall be consistent with these Articles of Organization, and these Articles of Organization shall always prevail over any inconsistent provision of said operating agreement as same may be amended or restated from time to time.

IN WITNESS WHEREOF, the undersigned, as organizer, has executed the foregoing Articles of Organization on this 29<sup>th</sup> day of June, 2012.

  
Vice Admiral Gerald L. Hoewing USN (Ret)

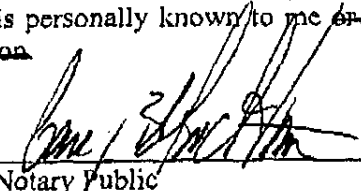
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STATE OF FLORIDA  
COUNTY OF ESCAMBIA

The foregoing instrument was acknowledged before me this 29<sup>th</sup> day of June, 2012, by Vice Admiral Gerald L. Hoewing USN (Ret) who is personally known to me ~~or has produced~~ as identification.



  
Notary Public

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN FLORIDA AND NAMING  
AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with Section 608.415, Florida Statutes, the following is submitted: that Aviation Education Holdings, LLC, desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 1750 Radford Boulevard, Suite B NAS, Pensacola, Florida 32508, has named Gary B. Leuchtman, whose business address is 501 Commendancia Street, Pensacola, Florida 32502 as its agent to accept service of process within Florida.

By:   
Organizer

ACCEPTANCE:

Having been named to accept service of process for the above stated limited liability company, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

By:   
Registered Agent

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