

**CAPITAL CONNECTION, INC.**

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

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Supplemental Air Training

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DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

L99-2943

Signature

Requested by:

Name

Date

Time

Art of Inc. File \_\_\_\_\_  
LTD Partnership File \_\_\_\_\_  
Foreign Corp. File \_\_\_\_\_  
☒ L.C. File \_\_\_\_\_  
Fictitious Name File \_\_\_\_\_  
Trade/Service Mark \_\_\_\_\_  
Merger File \_\_\_\_\_  
Art. of Amend. File \_\_\_\_\_  
RA Resignation \_\_\_\_\_  
Dissolution / Withdrawal \_\_\_\_\_  
Annual Report / Reinstatement \_\_\_\_\_  
☒ Cert. Copy \_\_\_\_\_  
Photo Copy \_\_\_\_\_  
Certificate of Good Standing \_\_\_\_\_  
Certificate of Status \_\_\_\_\_  
Certificate of Fictitious Name \_\_\_\_\_  
Corp Record Search \_\_\_\_\_  
Officer Search \_\_\_\_\_  
Fictitious Search \_\_\_\_\_  
Fictitious Owner Search \_\_\_\_\_  
Vehicle Search \_\_\_\_\_  
Driving Record \_\_\_\_\_  
UCC 1 or 3 File \_\_\_\_\_  
UCC 11 Search \_\_\_\_\_  
UCC 11 Retrieval \_\_\_\_\_

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*[Signature]*

# ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

## ARTICLE I - Name:

The name of the Limited Liability Company is:

Supplemental Air Training, L.L.C.

## ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company is:

8150 T & B Blvd.  
Memphis, TN 38125

## ARTICLE III - Duration:

The period of duration for the Limited Liability Company shall be: Twenty (20) years.

## ARTICLE IV - Management:

(Check the appropriate box and complete the statement)

- ☒ The Limited Liability Company is to be managed by a manager or managers and the name(s) and address(es) of such manager(s) who is/are to serve as manager(s) is/are:

Pan Am International Flight Academy Inc.

P.O. Box 660920  
Miami, Florida 33266-0920

- ☐ The Limited Liability Company is to be managed by the members and the name(s) and address(es) of the managing member(s) is/are:

## ARTICLE V - Admission of Additional Members:

The right, if given, of the members to admit additional members and the terms and conditions of the admissions shall be: From the date of the formation of the Limited Liability Company, any Person acceptable to the Members may become a member of this Limited Liability Company either by the issuance by the Limited Liability Company of Membership Interests for such consideration as the Members shall determine, or as a transferee of a Member's Membership Interest or any portion thereof, subject to the terms and conditions of the Regulations of the Limited Liability Company.

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#### ARTICLE VI - Members Rights to Continue Business:

The right, if given, of the remaining members of the limited liability company to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the limited liability company shall be under the terms provided in Regulations of Supplemental Air Training, L.L.C. Article XII, 12.1 – Dissolution.

#### ARTICLE VII - Affidavit of Membership and Contributions

The undersigned member or authorized representative of a member of Supplemental Air Training, L.L.C. certifies:

- 1) the above named limited liability company has at least one member;
- 2) the total amount of cash contributed by the member(s) is \$ 0.00;
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$1,428,000.00;  
(A description of the property is attached and made a part hereto.); and
- 4) the total amount of cash and property contributed and anticipated to be contributed by member(s) is \$1,428,000.00.

  
Signature of a member or an authorized representative of a member.

(In accordance with section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

William Harvey

Typed or printed name of signee

**Filing Fee: \$250.00 for Articles and Affidavit**

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# EXHIBIT 8.1

## CAPITAL CONTRIBUTIONS, ADDRESSES AND PERCENTAGE INTERESTS OF MEMBERS

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### Supplemental Air Training, L.L.C.

May 1999

Member's Name	Member's Address	Member's Capital Contribution	Member's Percentage Interest & Agreed Fair Market Value
Pan Am International Flight Academy, Inc.	P. O. Box 660920 Miami, Florida 33266-0920	a) Guarantee of \$5,125,000 loan to purchase the Loadmaster LM200 Level D full flight simulator. b) Provide the Cessna Caravan 208 (B) Cockpit c) Assignment of the May 19, 1998 Agreement with FedEx to the Company d) Non KSR/Ayers provided buyer furnished equipment secured by PAIFA.	50% \$714,000.00
Kohlman Systems Research, Inc.	319 Perry Street Lawrence, KS 66044	a) Guarantee of \$6,695,000 loan to purchase the Cessna Caravan 208 (B) Level D full flight simulators. b) Complete integrated and functional data packages fully operational in both full flight simulators for exclusive use and control by the Company.	35% \$500,000.00
Ayres Corporation	One Ayres Way Albany, Georgia 31707	a) Aircraft components including, but not limited to, cockpit hardware and avionics for the Loadmaster LM200.	15% \$214,000.00

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: Supplemental Air Training, L.L.C.

2. The name and the Florida street address of the registered agent are:

Marilyn Ladner  
NAME

Pan Am International Flight Academy, 5000 N.W. 36<sup>th</sup> Street  
Florida street address (P.O. Box NOT ACCEPTABLE)

Miami, FL 33122  
CITY, STATE AND ZIP

*Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.*

  
SIGNATURE

**Filing Fee: \$ 35 for Designation of Registered Agent**

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