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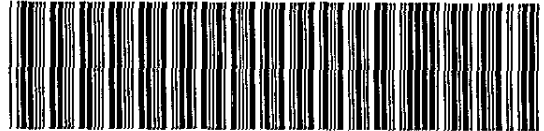
(Business Entity Name)

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TALLAHASSEE, FLORIDA

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SHAVON L. JONES, P.L.
Attorneys at Law
2601 S. Bayshore Drive
Suite 400
Coconut Grove, FL 33133

December 17, 2003

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Subject: Lockwood Soar Foundation, Inc.

Dear Madam or Sir:

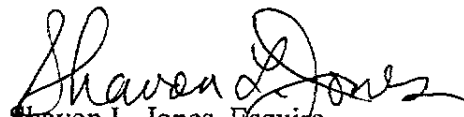
Enclosed are an original and one (1) copy of the Articles of Corporation and a check for \$87.50 on behalf of the abovementioned Florida nonprofit corporation.

Please feel free to contact my office at the following address should you have questions or need additional information:

Shavon L. Jones, Esquire
2601 S. Bayshore Drive
Suite 400
Coconut Grove, FL 33133
(305) 856-2135

Thank you for your time and attention to this matter.

Sincerely,


Shavon L. Jones, Esquire

ARTICLES OF INCORPORATION
OF
THE LOCKWOOD SOAR FOUNDATION, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, of the age of eighteen years or over, for the purpose of forming a nonprofit corporation pursuant Chapter 617 of the Florida Statutes, as it may be amended from time to time, does hereby execute the following Articles of Incorporation:

FIRST: The name of this corporation is "The Lockwood SOAR Foundation, Inc." (the "Corporation").

SECOND: (A) The Corporation is organized and shall be operated exclusively for charitable, educational, literary and scientific purposes, within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), including without limitation for the purposes more particularly set forth below in this Article SECOND.

(B) More specifically, the Corporation's purposes shall be (1) to provide scholarship opportunities to minority and other students interested in pursuing careers as military or commercial aviators; (2) to educate and inform minority and other students about the field of commercial aviation by providing lectures and seminars throughout the educational community; (3) to enhance recruitment of minority pilots among corporate employers by supporting internships and job fairs; and (4) to participate in flight programs at historically black colleges and universities and other educational institutions in the capacity needed by such educational institutions, such participating shall include the provision of active pilots as mentors for students majoring in an aviation related discipline.

THIRD: The following provisions shall govern the organization, operation and dissolution of the Corporation:

1. The Corporation shall neither have nor exercise any power, nor shall it directly or indirectly engage in any activity, that would (a) prevent it from obtaining exemption from federal income taxation as a corporation described in Code section 501(c)(3), or (b) cause it to lose such exempt status;
2. The Corporation shall not be operated for the purpose of carrying on a trade or business for profit and shall engage in no more than an insubstantial amount of unrelated business activities;
3. No part of the net earnings of the Corporation shall inure to the benefit of any trustee or officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes), and no trustee or officer of the Corporation, or any private individual shall be entitled to share in the distribution of any of the Corporation's assets on dissolution of the Corporation;
4. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office;
5. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from federal income tax under Code section 501(c)(3), or by an organization contributions to which are deductible under Code sections 170, 2055(a)(2), and 2522(a)(2), nor shall the Corporation carry on, otherwise than as an insubstantial part of its activities, activities that are not in furtherance of the purposes specified in Article SECOND of this Certificate of Incorporation;
6. Upon the liquidation, dissolution or termination of the Corporation or the winding up of its affairs, whether voluntary, involuntary or by operation of law, the assets of the Corporation shall be distributed, pursuant to action of the Board of Trustees of the Corporation, exclusively to charitable, educational, religious or scientific organizations which then qualify under the provisions of Code section 501(c)(3), as more particularly set forth in the Corporation's bylaws.

FOURTH: The effective date of the Corporation shall be January 1, 2004.

FIFTH: The duration of the Corporation shall be perpetual.

SIXTH: The trustees of the Corporation shall be elected by the Board of

Trustees in the manner set forth in this Corporation's bylaws. The method of electing trustees of the Corporation, the terms of their incumbency, their voting rights and their qualifications, if any, shall be as set forth in the bylaws of the Corporation. The Corporation's bylaws shall provide the number (not less than 3) of the Corporation's trustees, which number may be changed from time to time by resolution of the Board of Trustees, without requiring an amendment of such bylaw provision.

SEVENTH: The names and addresses of the initial trustees of the Corporation, who total five (5) in number, are as follows:

1. TC Adderly, Director of Human Resources, City of Miami Beach, 1700 Convention Center Drive, Miami Beach, FL 33139.
2. Terri Giles, Vice President Premier Banking, Bank of America, 701 Brickell Avenue, Sixth Floor, Miami, FL 33131.
3. Athena Jackson, Director Career Development, Planning and Placement, Florida Memorial College, 15800 NW 42nd Avenue, Miami, FL 33054.
4. Shavon L. Jones, Esq. Partner, Navarro, Marley & Spiegelman, P.L., 2601 S. Bayshore Drive, Suite 400, Coconut Grove, FL 33133.
5. Michael J. Lockwood, Commercial Pilot, United Parcel Service, c/o Shavon L. Jones, Esq., 2601 S. Bayshore Drive, Suite 400, Coconut Grove, FL 33133.

EIGHTH: The Corporation's initial principal place of business shall be in Miami-Dade County, Florida. Its mailing address is P.O. Box 612703, North Miami, FL 33261.

NINTH: The address of the initial registered as well as the name of the registered agent at such address upon whom service of process against the Corporation may be served are Shavon L. Jones, Esquire, 2601 S. Bayshore Drive, Suite 400, Coconut Grove, FL 33133.


Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.


Shavon L. Jones, Registered Agent

TENTH: The name and address of the incorporator are as follows:

Michael J. Lockwood
P.O. Box 612703
North Miami, FL 33261

IN WITNESS WHEREOF, the undersigned, the incorporator of the
Corporation, has hereunto signed this Certificate of Incorporation on the 17th day of
December, 2003.


Michael J. Lockwood, Incorporator

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