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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

January 31, 2000

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

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*****35.00 *****35.00

Re: Specialty Aviation Training Center, Inc.;
Amendment of Articles of Incorporation.

Gentlemen:

Please find enclosed an Amendment to the Articles of Incorporation of Specialty Aviation Training Center, Inc. In addition please find enclosed a copy of the above-mentioned Amendment.

Also enclosed is a check in the required amount of \$35.00 to cover the filing fee for an Amendment to Articles of Incorporation.

Please return the original Amendment to the Articles of Incorporation to my office as noted above, in the included SASE, so that I, in turn, may include the Amendment in the other corporate records of Specialty Aviation Training Center, Inc.

Thank you for your assistance in this matter.

NC Amend
2-11-00
BWS

Very truly yours,

Bruce W. Floyd, Esq.
Bruce W. Floyd, Esq.

BWF/ldc
Encl: as

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT
OF
SPECIALTY AVIATION TRAINING CENTER, INC.

TO: The Florida Department of State:

The undersigned, as incorporator of SPECIALTY AVIATION TRAINING CENTER INC., adopted the below-detailed Amendments to the Articles of Incorporation at a special meeting held on December 10th, 1999.

The incorporator made such amendments prior to the issuance of any shares of stock in the above-named corporation. The adopted amendments to the Articles of Incorporation are as follows:

1. Article I Name, SPECIALTY AVIATION TRAINING CENTER, INC.
2. Article III. Purposes, shall be amended to state:

The specific purpose(s) for which the corporation is organized is: Educational services for the public, with emphasis on disadvantaged persons, and for any other purpose for which a not for profit corporation may do business in the State of Florida; and

Said corporation is organized exclusively for charitable, educational, religious or scientific purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future Federal Tax Code.); and

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, directors, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of Section 501(c)(3) purposes. 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 publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future Federal Tax Code) or (b) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code (or corresponding section of any future Federal Tax Code.); and

Upon the dissolution of this corporation assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, i.e. charitable, educational, religious or scientific, or corresponding section of any future Federal Tax Code, or shall be distributed to the Federal Government, or to a state or local government for a public purpose.

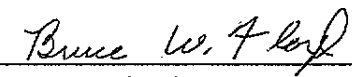
The effective date of this amendment is December 10th, 1999.

EXECUTED ON: December 10, 1999.



Kyle Bock, Incorporator

Sworn to and subscribed to before me on this 10th day of December, 1999.



Bruce W. Floyd,
Notary Public, State of Florida
My Commission Expires: