

RESPOND TO:

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Al Cheneler, P.A.

Orlando Office:

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Board Certified Real Estate Specialist
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August 8, 2000

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

Re: Commuter Airlines Training, Inc.

For the above-referenced corporation, enclosed please find the following:

1. The original signed Articles of Incorporation;
2. A copy of the Articles of Incorporation; and
3. A check in the amount of \$78.75 made payable to the Secretary of State.

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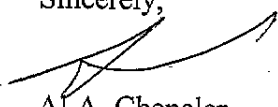
The enclosed check to the Secretary of State will cover the following fees:

Filing Fee	35.00
Certified Copy	8.75
Registered Agent Designation	35.00
Total:	\$ 78.75

Please return the certified copy of the Articles of Incorporation to this office as soon as possible.

Thank you for your prompt attention to this matter.

Sincerely,


Al A. Cheneler

Enclosures



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**ARTICLES OF INCORPORATION
OF
COMMUTER AIRLINE TRAINING, INC.**

**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, do hereby adopt the following Articles of Incorporation:

**ARTICLE I
NAME**

The name of the corporation is:
COMMUTER AIRLINE TRAINING, INC.

The principal place of business of this corporation shall be 2508 South Conway Road, Orlando, Florida 32812.

**ARTICLE II
DURATION**

The duration of the corporation is perpetual.

**ARTICLE III
NATURE OF BUSINESS**

This corporation may engage in or transact any of all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

**ARTICLE IV
CAPITAL STOCK**

The aggregate number of shares which the corporation is authorized to issue is 7,500 shares of common stock. Such shares shall be of a single class and shall have a par value of \$1.00 per share.

**ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the corporation is 2508 South Conway Road, Orlando, Florida 32812, and the name of its initial registered agent is Frederick L. Turner.

**ARTICLE VI
INITIAL BOARD OF DIRECTORS**

The number of directors constituting the initial board of directors is one. The number of directors may be increased or decreased from time to time in accordance with the Bylaws but shall never be less than one (1). The name and address of the initial director of the corporation is as follows:

Frederick L. Turner
2508 South Conway Road
Orlando, Florida 32812

ARTICLE VII INCORPORATORS

The name and address of each incorporator is as follows:

Al A. Cheneler, Esquire
2265 Lee Road, Suite 125
Winter Park, Florida 32789

ARTICLE VIII OFFICERS

The name and address of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

President - Frederick L. Turner
Secretary - Frederick L. Turner
Treasurer - Frederick L. Turner

ARTICLE IX INDEMNIFICATION

The corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law.

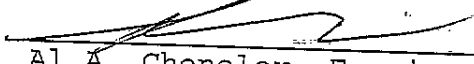
ARTICLE X BYLAWS

The power to adopt, alter, amend or repeal Bylaws shall be vested in the board of directors of this corporation.

ARTICLE XI AMENDMENT OF ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended at any time by a resolution adopted by a majority vote of the board of directors at any annual or special meeting, provided at least ten (10) days written notice is given to each director of the time and place of the meeting and the purpose thereof. Any amendment to the Articles of Incorporation so made must be approved by a majority vote of the shareholders of the corporation.

IN WITNESS WHEREOF, the undersigned have signed these Articles of Incorporation on this 14 day of August, 2000.


Al A. Cheneler, Esquire
2265 Lee Road, Suite 125
Winter Park, Florida 32789

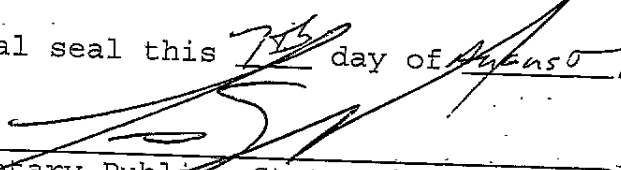
STATE OF FLORIDA
COUNTY OF ORANGE

Before me personally appeared AL A. CHENELER, to me well known and known to me to be the person described in and who executed the foregoing Articles of Incorporation and acknowledged to and before me that he executed said instrument for the purpose therein expressed.

WITNESS my hand and official seal this 14 day of August, 2000.



James S. Mills
My Commission CC610661
Expires March 16, 2001


Notary Public, State of Florida

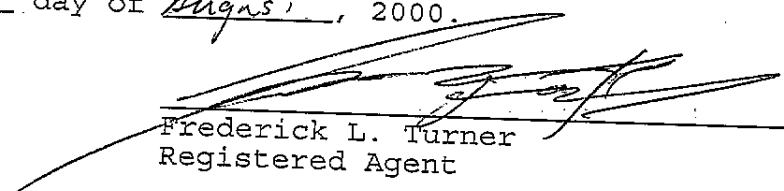
DESIGNATION OF REGISTERED AGENT

COMMUTER AIRLINE TRAINING, INC., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation, at Orlando, Florida, had and does by these presents name Frederick L. Turner as its agent to accept service of process within this State.

ACCEPTANCE OF DESIGNATION OF REGISTERED AGENT

Having been named to accept service of process of the above named corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said act relating to keeping open said office.

DATED this 14 day of August, 2000.


Frederick L. Turner
Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA