

P96000048823

SOBERING, WHITE & LUCZAK, P.A.
ATTORNEYS AT LAW

201 SOUTH ORANGE AVENUE
SUITE 1000
ORLANDO, FLORIDA 32801

BARRY J. SOBERING
OF COUNSEL

M. BRADLEY LUCZAK
ROBERT B. WHITE, JR.

TELEPHONE (407) 425-4305
TELECOPIER (407) 425-4304

August 8, 2000

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

RE: Airline Training Academy, Inc.
Our File No. 555-1

500003352625--7
-08/10/00--01080--001
*****43.75 *****43.75

Dear Sir:

Enclosed please find an original and one copy of Corrective Articles of Amendment to the Articles of Incorporation of Airline Training Academy, Inc. together with our check in the amount of \$43.75 representing \$35.00 to file the Corrective Articles of Amendment and \$8.75 to obtain a certified copy of the Corrective Articles as filed. I am also enclosing a stamped, self-addressed envelope for your convenience in returning the certified copy of the Corrective Articles to our office.

If you have any questions, please don't hesitate to give me a call.

Thank you.

Very truly yours,

Nancy O. Honsa

Nancy O. Honsa
Paralegal

Enclosures

FILED
00 AUG 10 PM 2:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend

T. LEWIS AUG 21 2000

**CORRECTIVE ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION OF
AIRLINE TRAINING ACADEMY, INC.**

00 AUG 10 PM 2:09
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1006 of the Florida Statutes, the undersigned, Scott L. Williams, as Director of AIRLINE TRAINING ACADEMY, INC., a Florida corporation (the "Corporation"), hereby executes these Corrective Articles of Amendment to the Articles of Incorporation of the Corporation.

WHEREAS, on June 17, 1998 the Corporation filed with the Florida Secretary of State certain "Articles of Amendment To Articles of Incorporation Of Airline Training Academy, Inc. (the "First Articles of Amendment")", which First Articles of Amendment improperly stated in paragraph 4 that shareholder approval of the First Articles of amendment was not required, when it was in fact both required and obtained.

WHEREAS, the Corporation now desires to correct such inaccurate statement in the First Articles of Amendment with this Corrective Articles of Amendment, all as provided herein.

NOW, THEREFORE, the Articles of Incorporation of the Corporation, as previously amended by the First Articles of Amendment, are hereby corrected and further amended as follows:

1. The name of the Corporation is Airline Training Academy, Inc.
2. Article XII of the Articles of Incorporation is hereby amended and restated in its entirety as follows:

ARTICLE XII - PREEMPTIVE RIGHTS

The shareholders of the Corporation have a preemptive right, granted on uniform terms and conditions prescribed by the board of directors to provide a fair and reasonable opportunity to exercise the right to acquire proportional amounts of the Corporation's unissued shares upon the decision by the board of directors to issue them.

3. Paragraph 4 of the First Articles of Amendment is hereby corrected and amended to reflect that Shareholder approval of the First Articles of Amendment was both required and obtained and reaffirmed pursuant to that certain Unanimous Written Consent in Lieu of Special Meeting of Board of Directors and Shareholders of Airline Training Academy, Inc., dated January 1, 1999, and that certain Unanimous Written Consent in Lieu of Special Meeting of Board of Directors and Shareholders of Airline Training Academy, Inc. dated January 1, 2000.

4. These Corrective Articles of Amendment were approved by all of the members of the Board of Directors of the Corporation by unanimous written consent of the Board of Directors on June 14, 2000, acting in accordance with the provisions of Sections 607.1006 and 607.0821 of the Florida Statutes.

5. Unanimous shareholder approval of these Corrective Articles of Amendment was obtained on June 14, 2000, pursuant to that certain Unanimous Written Consent in Lieu of Special Meeting of Board of Directors and Shareholders of Airline Training Academy, Inc., dated June 14, 2000.

29th IN WITNESS WHEREOF, these Corrective Articles of Amendment have been executed this day of June, 2000.

AIRLINE TRAINING ACADEMY, INC.,
a Florida corporation


By: Scott L. Williams

SCOTT L. WILLIAMS, Director
Vice President

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing Corrective Articles of Amendment were acknowledged before me this 29th day of June, 2000 by Scott L. Williams, as Director of Airline Training Academy, Inc., a Florida corporation, on behalf of said corporation, who is personally known to me or who has produced as identification.

Cathy Beth Hubbard
NOTARY PUBLIC
State of Florida
My Commission Expires:

 Cathy Beth Hubbard
My Commission CC755025
Expires June 29, 2002