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October 7, 1996

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Secretary of State  
Corporate Records Bureau  
Post Office Box 6327  
Tallahassee, FL 32314

RE: The Airline Academy, Inc.

Dear Sirs:

Enclosed please find the original and one copy of Articles of Incorporation for the above-referenced corporation, together with my trust account check in the amount of \$122.50 for the cost of the following:

Filing Fee	\$	35.50
Certified Copy of Charter		50.00
Registered Agent Fee		<u>35.00</u>
	\$	122.50

Please return the certified copy of your certificate to the attention of the undersigned. Thank you for your attention to this request.

Very truly yours,

David D. Fuller, Jr.

FILED  
SECRETARY OF STATE  
CORPORATE RECORDS  
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DDF/ack  
Enclosures  
cc: Phoenix East Aviation, Inc.

cf 10/14/96

ARTICLES OF INCORPORATION  
OF  
THE AIRLINE ACADEMY, INC.

FILED  
SECRETARY OF STATE  
CORPORATIONS  
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THE UNDERSIGNED subscribers to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation for profit under the laws of the State of Florida.

ARTICLE I- NAME

The name of the corporation is THE AIRLINE ACADEMY, INC.

ARTICLE II- NATURE OF BUSINESS

The corporation may engage in any activity of business permitted under the laws of the United States and of this State.

ARTICLE III- CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock, each having a par value of \$1.00 per share. The consideration to be paid for each share shall be fixed by the Board of Directors from time to time.

ARTICLE IV- INITIAL CAPITAL

The amount of capital with which this corporation will begin business is \$500.00.

ARTICLE V- TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE VI- ADDRESS

The street address of the principal office of this corporation shall be 561 Pearl Harbor Drive, Daytona Beach, Florida 32114. The Board of Directors may, from time to time, move the principal office to any other address.

ARTICLE VII- DIRECTORS

This corporation shall have four (4) initially. The number of Directors may be increased or decreased from time to time by the Bylaws adopted by the shareholders, provided it shall never be less than one.

ARTICLE VIII- INITIAL DIRECTORS

The name and street addresses of the Board of Directors who shall hold office until their successor or successors are elected and have qualified are:

<u>NAME</u>	<u>ADDRESS</u>
William F. Stephens, President/Secretary	561 Pearl Harbor Drive Daytona Beach, FL 32114
Spence Edwards	561 Pearl Harbor Drive Daytona Beach, FL 32114
Nino Ciancetta	561 Pearl Harbor Drive Daytona Beach, FL 32114
Fred DeWitt	561 Pearl Harbor Drive Daytona Beach, FL 32114

ARTICLE IX- SUBSCRIBERS

The names and street addresses of the subscribers of these Articles of Incorporation and the number of shares of stock they have agreed to take are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>
William F. Stephens	561 Pearl Harbor Drive Daytona Beach, FL 32114	50
Spence Edwards	561 Pearl Harbor Drive Daytona Beach, FL 32114	17
Nino Ciancetta	561 Pearl Harbor Drive Daytona Beach, FL 32114	17
Fred DeWitt	561 Pearl Harbor Drive Daytona Beach, FL 32114	16

ARTICLE X- INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 561 Pearl Harbor Drive, Daytona Beach, Florida 32114, and the name of the initial registered agent of this corporation at that address is William F. Stephens.

ARTICLE XI- EFFECTIVE DATE

These Articles of Incorporation shall become effective upon filing with the Florida Secretary of State.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 4<sup>th</sup> day of October, 1996.

William F. Stephens  
WILLIAM F. STEPHENS

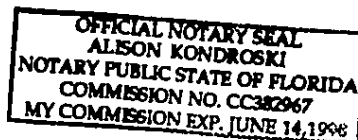
STATE OF FLORIDA  
COUNTY OF VOLUSIA

I HEREBY CERTIFY that before me this day, personally appeared William F. Stephens, to me known and known to me to be the individual described in and who executed the foregoing Articles of Incorporation and acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the County and State above named this 4<sup>th</sup> day of October, 1996.

Alison Kondroski  
NOTARY PUBLIC-STATE OF FLORIDA

My Commission Expires:



ACCEPTANCE BY REGISTERED AGENT

THE UNDERSIGNED, having been named to accept service of process for the above stated Corporation, at the place designated in the foregoing Articles of Incorporation, hereby accepts to act in this capacity and agrees to comply with the provisions of Section 48.091, Florida Statutes, and all other provisions thereof, relative to keeping open said office.

  
WILLIAM F. STEPHENS

FILED  
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CORPORATIONS  
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