

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904) 224-8870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

NAME _____
 FIRM _____
 ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Mailor No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

RE: International Flight
Training Academy, Inc.

	G.C. FEE.	DISBURSED
<input checked="" type="checkbox"/> Capital Express™		
<input type="checkbox"/> Art. of Inc. File		
<input type="checkbox"/> Corp. Record Search		
<input type="checkbox"/> Ltd. Partnership File		
<input type="checkbox"/> Foreign Corp. File		
<input checked="" type="checkbox"/> () Cert. Copy(s)		
<input type="checkbox"/> Art. of Amend. File		
<input type="checkbox"/> Dissolution/Withdrawal		
<input type="checkbox"/> C U B-		
<input type="checkbox"/> Fictitious Name File		
<input type="checkbox"/> Name Reservation		
<input type="checkbox"/> Annual Report/Reinstatement		
<input type="checkbox"/> Reg. Agent Service		
<input type="checkbox"/> Document Filing		
<input type="checkbox"/> Corporate KII		
<input type="checkbox"/> Vehicle Search		
<input type="checkbox"/> Driving Record		
<input type="checkbox"/> Document Retrieval		
<input type="checkbox"/> UCC 1 or 3 File		
<input type="checkbox"/> UCC 11 Search		
<input type="checkbox"/> UCC 11 Retrieval		
<input type="checkbox"/> File No.'s, _____ Copies		
<input type="checkbox"/> Courier Service		
<input type="checkbox"/> Shipping/Handling		
<input type="checkbox"/> Phone ()		
<input type="checkbox"/> Top Priority		
<input type="checkbox"/> Express Mail Prop.		
<input type="checkbox"/> FAX () pgs.		
SUBTOTALS		

FEE.....	
DISBURSED.....	
SURCHARGE.....	
TAX on corporate supplies.....	
SUBTOTAL.....	
PREPAID.....	
BALANCE DUE.....	

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum.

THANK YOU
 from
 Your Capital Connection

REQUEST TAKEN CONFIRMED APPROVED
 DATE 10/8
 TIME _____ CK No. _____
 BY _____

WALK-IN Will Pick Up 11:00 AM

FILED
96 NOV -8 PM 3:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
International Flight Training Academy, Inc.**

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby associates himself with others to form a corporation under the laws of the State of Florida.

ARTICLE I

The name of this corporation shall be: International Flight Training Academy, Inc.

ARTICLE II

The general nature of the business to be transacted by the corporation and its powers are:

- (a) To conduct and operate a Flight Training School for the training of pilots at all levels and grades;
- (b) To provide, operate and maintain facilities for the training, testing, examination and certification of air flight pilots including obtaining and maintaining certification for the award of certificates for the completion of such training.
- (c) To do all the things and to have and exercise all of the powers, rights, privileges now or hereafter conferred by the Laws of the State of Florida upon corporations;
- (d) The corporation shall further have the power to purchase its own shares for any purpose, if after such purchase its assets will not be less than its liabilities plus stated capital;
- (e) To perform fully any agreement with any person who purchases shares from the corporation under an agreement reserving to the corporation the right to repurchase or obligating it to repurchase such shares;
- (f) To perform any agreement with any shareholder giving the corporation the right to repurchase such shares upon the shareholder's death or upon the happening of any other event which may be set out in the agreement.

ARTICLE III

The maximum number of shares that this corporation is authorized to have outstanding at any time is 1,000 shares of common stock having a par value of One Dollar (\$1.00), which shall be fully paid and non-assessable. The holders of each share of common stock shall have one vote for each share owned. If at any time the holders of

a majority or more of the then issued and outstanding shares of the corporation shall enter into an agreement restricting or limiting the sale, transfer, assignment, pledge or hypothecation of the shares of the corporation or any part thereof to which agreement the corporation shall become a party, the corporation shall thereupon observe and carry out upon and as its part the terms of any such agreement, and shall refuse to recognize any sale, transfer, assignment, pledge or hypothecation, or any attempted sale, transfer, assignment, pledge or hypothecation, of any of the shares covered by such agreement, unless the same be in conformity with the terms and conditions of such agreement, provided that a copy of such agreement be filed in the principal office of the corporation, and further provide that notice of the existence of such provision be noted conspicuously on the face or back of each and every Certificate of shares subject to the terms of any such agreement.

ARTICLE IV

The amount of capital with which this corporation is commencing business is not less than \$500.00.

ARTICLE V

This corporation shall have perpetual existence.

ARTICLE VI

Registered Agent for this corporation shall be STEPHEN FISHER, and the registered office of the corporation shall be 1401 56th Square, Vero Beach, Florida 32966. The principal office of this corporation shall be 3100 Airmens Drive, Fort Pierce, Florida 34946.

ARTICLE VII

The corporation shall initially, have three (3) Directors. The number of Directors may be increased or diminished from time to time in accordance with the By-Laws adopted for the conduct of the affairs of the corporation.

ARTICLE VIII

The name and address of the initial directors are: STEPHEN FISHER and ANTONIA M. FISHER, of 1401 56th Square, Vero Beach, Florida 32966; and BRIAN W. FISHER of 25 Park Drive Malden Essex, England.

ARTICLE IX

The name and street address of the incorporator of this corporation is STEPHEN FISHER, 1401 56th Square, Vero Beach, Florida 32966.

ARTICLE X

The business of the corporation shall initially be conducted by a President, Secretary and Treasurer. The corporation may create such additional offices as deemed necessary by its incorporator and/or Board of Directors including but not limited to, Vice President and Assistant Officer positions. The business of the corporation shall at any future time be conducted by such other offices as may be elected and qualified pursuant to the By-Laws of this corporation which may be adopted for the conduct of the affairs thereof. The following shall constitute the officers of the corporation until the first meeting thereof, or until their successors are duly elected and qualified:

President ----- Stephen Fisher

Vice President Marketing ----- Antonia M. Fisher

Vice President Operations ----- Brian W. Fisher

Secretary/Treasurer ----- Stephen Fisher

ARTICLE XI

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholder's meeting by majority of the stock entitled to vote thereon, unless all the Directors and all the stockholders sign a written statement manifesting their intention that a certain amendment to the Articles of Incorporation be made.

IN WITNESS WHEREOF the undersigned has set his hand and seal this 7th day of November, 1996.



STEPHEN FISHER, Incorporator

STATE OF FLORIDA

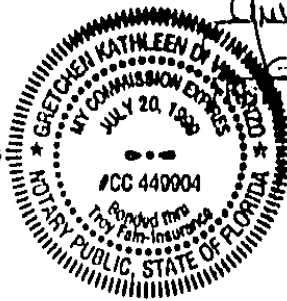
COUNTY OF ST. LUCIE

BEFORE ME, the undersigned authority, personally appeared STEPHEN FISHER, known to me or has produced FLA D.C. # F 266-782-56-385 as identification, and who did did not take an oath, and who subscribed the above Articles of Incorporation, and he did freely and voluntarily acknowledge before me, according to law, that he made the same for the uses and purposes therein mentioned and set forth.

WITNESS my hand and official seal, in the County and State last aforesaid this

19th day of November, 1996.

My Commission Expires



Kathleen D. Vincennes
Notary Public

KATHLEEN D. VINCENNES
(Printed or stamped name of Notary Public)

ACKNOWLEDGMENT AND ACCEPTANCE OF REGISTERED AGENT

The undersigned, having been named as the Registered Agent for International Flight Training Academy, Inc., as agent to accept service of process of such corporation, at the place designated in Article VI, does hereby accept to act in this capacity, and agrees to comply with the provisions of the General Corporation Act, Chapter 607 of the Florida Statutes, relative to keeping the registered office of said corporation open.

Stephen Fisher
STEPHEN FISHER

FILED
96 NOV -8 PM 3:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA