

LAW OFFICES
BOONE, BOONE, BOONE & HINES, P. A.

P. O. BOX 1596
VENICE, FLORIDA 34284

E. G. (DAN) BOONE
JEFFERY A. BOONE
STEPHEN K. BOONE
CHARLES D. HINES
JOHN S. KODA
PEGGY S. FROOK

ESTABLISHED 1956

STREET ADDRESS:
1001 AVENIDA DEL CIRCO 34285
TELEPHONE (941) 488-6716
FAX (941) 488-7079

December 15, 1998

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Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32301

Re: VENICE INTERNATIONAL FLIGHT SCHOOL, INC.

Dear Sir:

We enclose original and one copy of Articles of Incorporation for the above corporation. Also enclosed is our check in the amount of \$122.50 to cover the cost of this filing.

Filing Fee	\$ 35.00
Registered Agent Designation	35.00
Certified Copy of Articles	<u>52.50</u>
Total Filing Fee	\$122.50

The corporation's beginning date is upon filing of the Articles of Incorporation with your office.

Please return a certified copy of the Articles of Incorporation to our office at the post office box listed above.

Thank you for your attention to this matter.

Very truly yours,

Stephen K. Boone
Stephen K. Boone *ML*

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H97-6671

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED

2/1/99

ARTICLES OF INCORPORATION
OF
VENICE INTERNATIONAL FLIGHT SCHOOL, INC.

ARTICLE I.
CORPORATE NAME

The name of this corporation is:
VENICE INTERNATIONAL FLIGHT SCHOOL, INC.

ARTICLE II.
NATURE OF BUSINESS AND POWERS

The general nature of the business to be transacted by this corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE III.
CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having a par value of One Dollar (\$1.00) per share. The board of directors shall determine the reasonable value of all consideration, other than money, paid for such shares and their determination, made in good faith, shall be final and conclusive as to such value.

ARTICLE IV.
BEGINNING DATE AND TERM OF EXISTENCE

The beginning date of this corporation shall be the date incorporated by the State of Florida, and it shall exist perpetually.

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLE V.

ADDRESS

The initial street address of the principal office of this corporation is 400 East Airport Avenue, Venice, Florida 34285. Its initial mailing address is the same.

The directors may from time to time move the principal office to any other address in Florida.

ARTICLE VI.

DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be increased or decreased from time to time by Bylaws adopted by the Board of Directors.

ARTICLE VII.

INITIAL DIRECTORS AND OFFICERS

The names and post office address of the members of the first Board of Directors and first Officers are:

<u>Name</u>	<u>Address</u>	<u>Office</u>
Stanley E. Huffman	400 East Airport Avenue Venice, FL 34285	Director President Secretary/Treas.

ARTICLE VIII.

SUBSCRIBERS

The names and addresses of all the subscribers to the stock of this corporation, together with the number of shares of stock each agrees to take, are:

<u>Name</u>	<u>Address</u>	<u># Of Shares</u>
Stanley E. Huffman	400 East Airport Avenue Venice, FL 34285	100

ARTICLE IX.
REGISTERED AGENT

The initial registered agent and the address of his office is: Stanley E. Huffman, 400 East Airport Avenue, Venice Florida 34285.

IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation this 11th day of December, 1998.

Stanley E. Huffman
Stanley E. Huffman
Incorporator

ACCEPTANCE OF REGISTERED AGENT

The undersigned, who has been designated registered agent and to accept service of process for the above corporation, affirms that Stanley E. Huffman is the Registered Agent, and the address for the registered office of the corporation is 400 East Airport Avenue, Venice, Florida 34285. I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Stanley E. Huffman
Stanley E. Huffman
Registered Agent

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 DIVISION OF CORPORATIONS
 TALLAHASSEE, FLORIDA

STATE OF FLORIDA)
COUNTY OF SARASOTA)

I HEREBY CERTIFY that the foregoing Articles of Incorporation were acknowledged before me this 11th day of December, 1998, by Stanley E. Huffman, the Incorporator, who is personally known to me or who produced _____ as identification.

NOTARY PUBLIC

Sign

Print

Stephen K. Boone

(SEAL)

My Commission Expires:



STEPHEN K. BOONE
COMMISSION # CC 532026
EXPIRES APR 26, 2000
BONDED THRU
ATLANTIC BONDING CO., INC.