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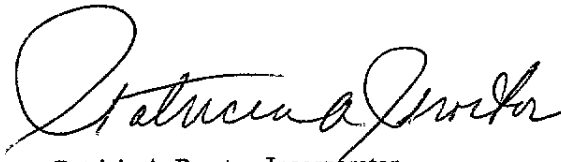
Department of State
Division of Corporations
PO Box 6327
Tallahassee, Florida, 32314

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-01/05/99--01022--017
*****78.75 *****78.75

SUBJECT: PRECISION FLIGHT TRAINING SCHOOL, INC.

Enclosed is an original and one copy of the articles of incorporation and a check for:

\$78.75 FOR FILING FEE AND CERTIFICATE



FROM:

Patricia A. Proctor, Incorporator
For: Paul Twing and Chuck adams
425 North Marion Street
Lake City, Florida 32055

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JAN -5 PM 4:37

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ARTICLES OF INCORPORATION

The undersigned incorporators, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation.

ARTICLE I

The name of the corporation shall be:

PRECISION FLIGHT TRAINING SCHOOL, INC.

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ARTICLE II – PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

RT. 7, BOX 375
LAKE CITY, FLORIDA 32025

ARTICLE III – SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

1000 SHARES, ALL OF ONE CLASS

ARTICLE IV – INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

PATRICIA A. PROCTOR, 425 NORTH MARION STREET, LAKE CITY,
FLORIDA 32055

ARTICLE V – INCORPORATOR

The names and address of the Incorporator(s) signing these Articles of Incorporation are:

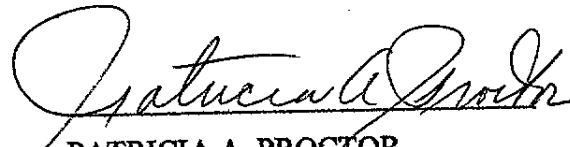
PRECISION FLIGHT TRAINING SCHOOL, INC.

The street address of the corporation's initial registered office and the name of its initial registered agent at that office are as follows:

PATRICIA A. PROCTOR, Registered Agent
425 NORTH MARION STREET
Lake City, Florida 32055

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I hereby am familiar with and accept the duties and responsibilities as Registered Agent.


PATRICIA A. PROCTOR

**STATE OF FLORIDA
COUNTY OF COLUMBIA**

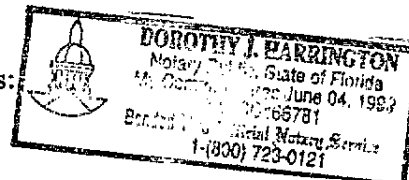
Acknowledged before me
on 1/4/99 1999 by PATRICIA A. PROCTOR, who is
personally known to me/ ☒ produced _____ as identification,
and who did take an oath.

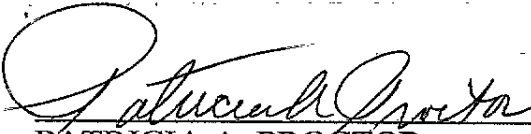

NOTARY PUBLIC-STATE OF FLORIDA

Name:

Commission No.:

My Commission Expires:




PATRICIA A. PROCTOR

425 North Marion Street,
Lake City, FL 32055


ARTICLE VI

The names and addresses of the Directors of the Corporation are:

PAUL TWING, President
Rt. 18, Box 634, Lake City, Florida 32025

CHUCK ADAMS, Secretary/Treasurer
Rt. 20, Box 731, Lake City, FL 32055

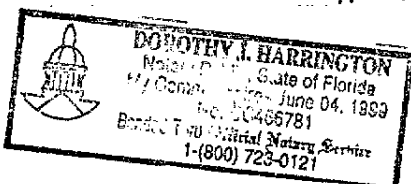
IN WITNESS WHEREOF, the undersigned Incorporators have executed
these Articles of Incorporation this 4th day of January, 1999.


PATRICIA A. PROCTOR, Incorporator

STATE OF FLORIDA
COUNTY OF COLUMBIA

On JANUARY 4, 1999 before
me, (NOTARY) Patricia A. Proctor Personally appeared,
who is personally known to me (or proved to me on the basis of satisfactory evidence) to be the
person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that
he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their
signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s)
acted, executed the instrument.
WITNESS my hand and official seal.

Signature Dorothy J. Harrington Affiant X Known Produced ID
Signature of Notary Type of ID



**MINUTES OF ORGANIZATION MEETING
OF BOARD OF DIRECTORS OF**

PRECISION FLIGHT TRAINING SCHOOL, INC.

The organizational meeting of the Board of Directors of PRECISION FLIGHT TRAINING SCHOOL, INC. was held at 10 a.m. on December 16, 1998.

Present were:

Paul Twing and Chuck Adams, being persons designated as the Directors in the Articles of Incorporation.

The Chairman announced that the meeting had been duly called by the Incorporators of the Corporation.

The Chairman reported that the Articles of Incorporation of PRECISION FLIGHT TRAINING SCHOOL, INC. Corporation will be duly filed with the State of Florida on or before January 4, 1999. The Certificate of Incorporation and a copy of said Articles of Incorporation were ordered to be inserted in the Minutes as a part of the records of the meeting.

A proposed form of Bylaws for the regulation and the management of the affairs of the Corporation was then presented at the meeting. The Bylaws were read and considered and, upon motion duly made and seconded, it was:

RESOLVED, that the form of Bylaws of the Corporation,
as presented to this meeting, a copy of which is directed to be
inserted in the Minute Book of the Corporation be, and the same
are hereby approved and adopted as the Bylaws of the Corporation.

The following persons were nominated officers of the corporation to serve until such time as their successors are chosen:

| | |
|-----------------------------|--------------------|
| PRESIDENT: | PAUL TWING |
| SECRETARY/TREASURER: | CHUCK ADAMS |

The Chairman announced that the aforementioned persons had been elected to the office set opposite their respective names. The President thereupon took the chair and the Secretary immediately assumed the discharge of the duties of that office. The President then stated that there were a number of organizational matters to be considered at the meeting and a number of resolutions to be adopted by the Board of Directors.

The form of stock certificates was then exhibited at the meeting. Thereupon, a motion duly made and seconded, it was:

RESOLVED, that the President and the Secretary and/or Treasurer of this Corporation be and they are hereby authorized and directed to pay the expenses of this Corporation, including attorney's fees for incorporation, and to reimburse the persons who have made disbursements thereof.

On motion duly made, seconded and carried, the following preambles and resolutions were unanimously adopted.:

FURTHER RESOLVED, that the President be and is hereby authorized and directed to enter into employment contracts with certain employees with terms and rates to be determined at a later date.

FURTHER RESOLVED, that it shall be the policy of the Corporation to reimburse each employee or to pay directly on his behalf all expenses incidental to his attendance at conventions and seminars as may be approved by the President. Reimbursement shall include full reimbursement for commercial and private transportation expenses, plus other necessary and ordinary out-of-pocket expenses incidental to the said travel, including meals and lodging.

RESOLVED, Any employee benefit plans to be adopted by the corporation maybe approved by the Board of Directors at the organizational meeting of the first meeting of the board of directors. These plans may include medical insurance plans, medical expense reimbursement plans, life insurance plans, qualified retirement plans, or any other employee benefit plans.

A general discussion was then held concerning the immediate commencement of business operations as a Corporation and it was determined that business operations of the Corporation would commence as of November 1, 1998.

It was agreed that no fixed date would be set for holding meetings of the Board of Directors except the regular meetings to be held immediately after the annual meetings of shareholders as provided in the Bylaws of the Corporation but that meetings of the Directors would be periodically called by the President and Secretary or others as provided by the Bylaws. Upon motion duly made, seconded and unanimously carried, it was:

RESOLVED, that the officers of the Corporation are hereby authorized to do any and all things necessary to conduct the business of the Corporation as set forth in the Articles of Incorporation and Bylaws of the Corporation.

Upon motion duly made, seconded, and unanimously carried the following resolution was adopted:

RESOLVED, that, if required, that Patricia A. Proctor be, and hereby is, appointed Resident Agent in the State of FLORIDA

The office of the Resident Agent will be located at 425 North Marion Street, Lake City, Florida, 32055.

RESOLVED, that the form of stock certificates presented at this meeting be, and the same is hereby adopted and approved as the stock certificate of the Corporation, a specimen copy of the stock certificate to be inserted with these Minutes.

FURTHER RESOLVED, that the officers are hereby authorized to pay or reimburse the payment of all fees and expenses incident to and necessary for the organization of this Corporation.

The Board of Directors then considered the opening of a corporate bank account to serve as a depository for the funds of the Corporation. Following discussion, on motion duly made and seconded, it was:

RESOLVED, that the Treasurer be authorized, empowered and directed to open an account with and to deposit all funds of the Corporation, all drafts, checks and notes of the Corporation, payable on said account to be made in the corporate name signed by: **PAUL TWING or CHUCK ADAMS**

FURTHER RESOLVED, that officers are hereby authorized to execute such resolutions (including formal Bank Resolutions), documents and other instruments as may be necessary or advisable in opening or continuing said bank account. A copy of the applicable printed form of Bank Resolution hereby adopted to supplement these Minutes is ordered appended to the Minutes of this meeting.

It is announced that the following persons have offered to transfer the property listed below in exchange for the following shares of the stock of the Corporation :

| NAME | CONSIDERATION | # OF SHARE |
|-------------|---------------|------------|
| PAUL TWING | \$10,000 | 500 |
| CHUCK ADAMS | \$10,000 | 500 |

Upon motion duly made and seconded, it was:

RESOLVED, that acceptance of the offer of the above-named stock subscribers is in the best interest of the Corporation and necessary for carrying out the corporate business, and in the judgment of the Board of Directors, the assets proposed to be transferred to the Corporation are reasonably worth the amount of consideration deemed therefor, and the same hereby is accepted, and that upon receipt of the consideration indicated above, the President and the Secretary are authorized to issue certificates of fully-paid, non-assessable capital stock of this Corporation in the amounts indicated to the above-named persons.

In order to provide for the payment of expenses of incorporation and organization of the Corporation, on motion duly made, seconded and unanimously carried, the following resolution was adopted:

After consideration of the pertinent issues with regard to the tax year and accounting basis, on motion duly made, and seconded and unanimously carried, the following resolution was adopted:

RESOLVED, that the first fiscal year of the Corporation shall commence on:

January 4, 1999 and end at Calendar year end, December 31, 1999.

The Chairman then presented to the meeting that the Corporation will be formed as a regular for profit corporation.

(a) The plan as hereafter set forth shall, upon its adoption by the Board of Directors of the Corporation immediately become effective.

(b) No more than 4000 shares of common stock are authorized to be issued under this plan.

(c) Stock authorized under this plan shall be issued only in exchange for money, or property susceptible to monetary valuation other than capital stock, securities or services rendered or to be rendered.

(d) Any stock options granted during the life of this plan which apply to the stock issuable hereunder shall apply solely to such stock and to no other and must be exercised within the period in which the plan is effective.

NOW, THEREFORE, the foregoing plan to issue Stock is adopted by the Corporation and the appropriate officers of the Corporation are authorized and directed to take all actions deemed by them necessary to carry out the intent and purpose of the recited plan.

There being no further business requiring Board action or consideration; on motion duly made, seconded and carried, the meeting was adjourned.

Dated: _____

Secretary of the Meeting