

JAMES N. CASESA, P.A.

Attorney at Law

MEMBER:
FLORIDA BAR
NEW YORK BAR

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July 21, 1999

Division of Corporations
Secretary of State
The Capitol
Tallahassee, FL 32304

100002940581--7
-07/23/99-01097-001
*****70.00 *****70.00

RE: NATIONAL AVIATION HOLDINGS, INC.

Gentlemen:

Enclosed is the signed original and one copy of the Articles of Incorporation of the above corporation. We have also enclosed a check in the amount of \$70.00 for the filing and designation of the registered agent.

Please process this at your earliest opportunity and return a date stamped uncertified copy of the Articles of Incorporation to this office.

Thank you for your assistance. If you have any questions, please do not hesitate to call us.

Very truly yours,

JAMES N. CASESA

JNC\jc

Enclosures

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 JUL 23 PM 12:07

FILED

F. CHESTER

JUL 29 1999

ARTICLES OF INCORPORATION

FOR

NATIONAL AVIATION HOLDINGS, INC.

THE UNDERSIGNED, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt the following articles of incorporation:

ARTICLE ONE

The name of the corporation is NATIONAL AVIATION HOLDINGS, INC.

ARTICLE TWO

The duration of the corporation is perpetual.

ARTICLE THREE

The general purposes for which the corporation is organized are:

1. To own and operate aviation related training facilities.

2. To transact any other lawful business for which corporations may be incorporated under the Florida General Corporation Act.

3. To do such other things as are incidental to the foregoing or necessary or desirable in order to more fully accomplish the foregoing.

ARTICLE FOUR

The aggregate number of shares which the corporation is authorized to issue is one thousand (1000). Such shares shall be of a single class and shall have a par value of one dollar (\$1.00) per share.

ARTICLE FIVE

The street address of the initial registered office of the Corporation and the name of it's initial registered agent at such address is:

Robert C. Cooper
14609 Airport Parkway
Suite 209
Clearwater, FL 33762

FILED
99 JUL 23 PM 12:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The street address of the initial principal office of the Corporation is:

14609 Airport Parkway
Suite 209
Clearwater, FL 33762

ARTICLE SIX

The number of directors constituting the initial board of directors of the corporation is one (1). The name and address of each person who is to serve upon the initial board of directors are:

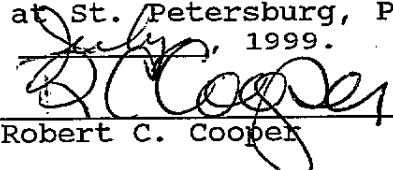
Robert C. Cooper
14609 Airport Parkway
Suite 209
Clearwater, FL 33762

ARTICLE SEVEN

The name and address of the incorporator is:

Robert C. Cooper
14609 Airport Parkway
Suite 209
Clearwater, FL 33762

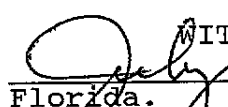
EXECUTED by the undersigned at St. Petersburg, Pinellas County, Florida on the 22 day of July, 1999.

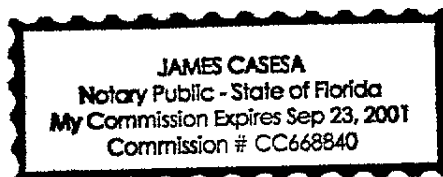

Robert C. Cooper

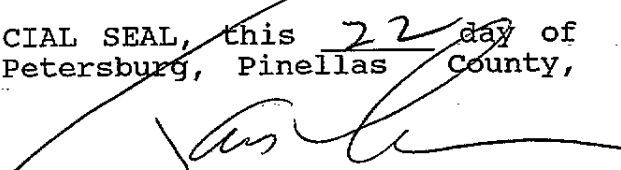
ACKNOWLEDGMENT

STATE OF FLORIDA)
COUNTY OF PINELLAS)

BEFORE ME, personally appeared Robert C. Cooper, who is personally known to me or presented FL D/L as identification, and is to me well known to be the person described in and who executed the forgoing articles of incorporation and acknowledged to and before me that the said articles were executed for the purposes therein expressed.

 WITNESS MY HAND AND OFFICIAL SEAL, this 22 day of July, 1999, at St. Petersburg, Pinellas County, Florida.




Notary Public
My commission expires:

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

NATIONAL AVIATION HOLDINGS, INC.

DESIRING TO ORGANIZED OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH IT'S PRINCIPAL PLACE OF BUSINESS AT CITY OF ST. PETERSBURG BEACH, STATE OF FLORIDA HAS NAMED:

Robert C. Cooper
14609 Airport Parkway
Suite 209
Clearwater, FL 33762

AS IT'S AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA

SIGNATURE: RC Cooper

TITLE: President

DATE: 7/22/99

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 JUL 23 PM 12:07

FILED

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE: RC Cooper

DATE: 7/22/99