

ARTICLE OF ORGANIZATION

Article One

The name of this company is Dixie Aviation Limited Liability Company.

Article Two

OBJECTS AND PURPOSES

To objects and purposes for which this corporation is formed are:

To conduct and transact generally the business of a Flight Instruction Limited Liability Company and to do all things and exercise all powers and to perform all functions that a Flight Instruction Limited Liability Company is authorized or empowered to do, exercise or perform under and by virtue the laws of ALABAMA, or that it may be by law hereafter authorized to do, exercise or perform; To buy and sell flight instruction material, conduct flight instruction and services as a pilot or to transact any other lawful business. Dixie Aviation Limited Liability Company will do all the things above as a Limited Liability Company and insofar as is consistent with the laws of ALABAMA.

Article Three

LOCATION OF PRINCIPLE OFFICE

The principle office for the transaction of business of this Limited Liability Company is to be located in Shelby County, Alabama.

Article Four

REGISTER AGENT

The register agent for service of process upon the Limited Liability Company is Steve Hay, Attorney at Law, 4556 Eagle Point Drive, Birmingham, AL 35242.

Article Five

MEMBERS

The number of member for this Limited Liability Company is 2; the following are the names are residents of the members.

1. Robert Scott Grant 2705 Royal Lane Pelham, AL 35124.
2. Deborah Dillon Grant 2705 Royal Lane Pelham, AL 35124.

Article Six

ADDITION OF MEMBERS

Any addition member/members shall be voted upon and a unanimous decision is required for such an addition.

Article Seven

BUYING, SELLING, CONTRACTING, ACTING AS AN AGENT, FORMATION OF THE INITIAL OPERATING AGREEMENT, AMENDING AN OPERATIONING AGREEMENT OR AMENDING ARTICLES OF ORGANIZATION

Any buying, selling, contracting, acting as an agent, formation of the initial operating agreement, amending operating agreements or amending articles of organization shall be voted upon. A majority of the members must vote in favor for such an action to valid. No one member may act alone as an agent for Dixie Aviation unless given expressed written consent from a majority of the members.

Article Eight

OFFICERS

The officers for this Limited Liability Company are;

1. President- Robert Scott Grant 2705 Royal Lane Pelham, AL 35124.
2. Vice President- Deborah Dillon Grant 2705 Royal Lane Pelham, AL 35124.

Article Nine

Duration of Limited Liability Corporation

The existence of this Limited Liability Company shall continue perpetually.

In witness whereof, we, the incorporators have set our hands and seals on this 31 day of MARCH, 2004.

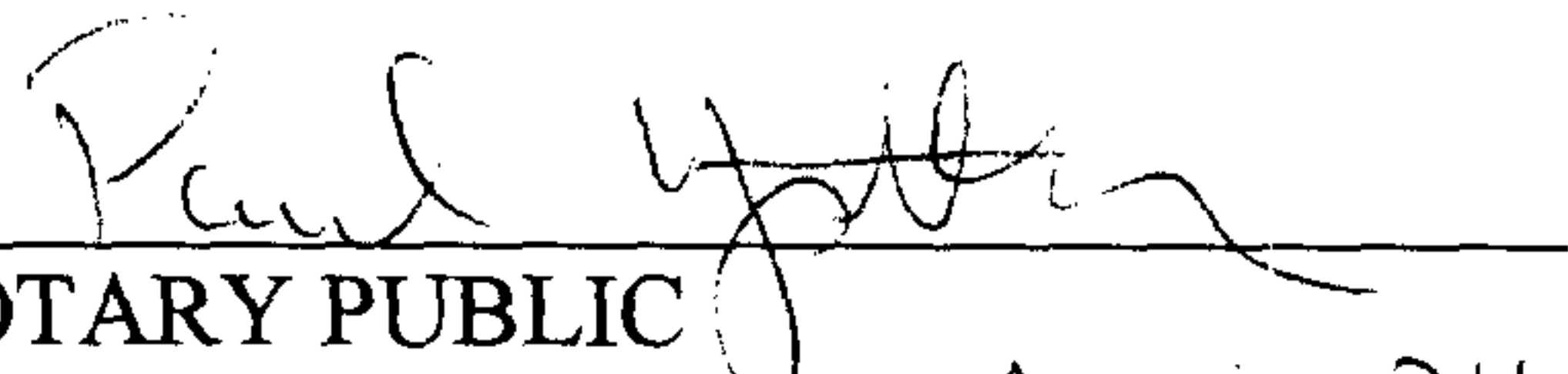


Deborah Grant

Before me, the undersigned Notary Public, in and for the State of Alabama at Large, personally appeared Robert Scott Grant and Deborah Dillon Grant, being by me first duly sworn does depose and say that the statements contained in the foregoing AGREEMENT are true and correct.

SUBSCRIBED and SWORN TO before me this the 31 day of March, 2004.

PAUL YOTHER
NOTARY PUBLIC
ALABAMA STATE AT LARGE
MY COMMISSION EXPIRES
MARCH 24, 2008


NOTARY PUBLIC
My Commission Expires: March 24, 2008