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ARTICLES OF INCORPORATION

OF

SECRETARY OF STATE
STATE OF IDAHO

PRECISION AVIATION, INC.

IDAHO SECRETARY OF STATE
06/07/2002 05:00
CR: 1514 CT: 161012 PH: 478251
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KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, being natural persons and of full age and citizens of the United States, by these presents associate ourselves together for the purpose of forming a corporation pursuant to the corporation laws of the State of Idaho, and we do hereby certify as follows:

I

That the name of the corporation is PRECISION AVIATION, INC.

II

That the purpose for which said corporation is formed is:

To provide primary and advanced aviation instruction; provide aircraft pilot services; provide management of aircraft and related services for repair and storage of aircraft.

To receive, acquire, hold, purchase, dispose of, convey, mortgage and/or lease real and personal property, to dispose of, sell, lease, assign, transfer, mortgage and/or convey any rights, privileges, franchises, real or personal property of the corporation, other than its franchise of being a corporation, and to acquire, purchase, guarantee, hold, mortgage or vote, sell, pledge or otherwise dispose of and deal in buying bonds and securities and debentures and other evidence of indebtedness of other corporations, foreign or domestic.

To carry on any other business, whether sales, leasing or otherwise, which may, in the discretion of the Directors, seem capable of being conveniently carried on in connection with the above, or calculated directly or indirectly to enhance the value of the company's property or rights, and to do any and all of the above things, or any part thereof as principals, agents, contractors, or otherwise, and by or through agents or otherwise, and either alone or in conjunction with the others, and generally to attain and further any of the purposes herein set forth or incidental to the business of the company, or to any of the powers herein specified; to make, guarantee and perform any contracts of any kind and description, and to do any and all other acts and things and exercise any and all other powers which a co-partnership or natural persons could do, and exercise, and which now or hereafter may be authorized by law.

To exercise all authority conferred upon corporations by Section 30-1-302 of the Idaho Code, and, in addition thereto, to purchase its own stock and to enter it upon its books as treasury stock or to cancel it or re-issue it, and in general to deal and trade in its own stock.

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III

The corporation is to have perpetual existence, subject only to dissolution in the manner provided by law.

IV

The location of the registered office of the corporation is 2164 Alta Vista Drive, Twin Falls, Idaho; the post office address of the corporation is 2164 Alta Vista Drive, Twin Falls, Idaho; the name of the registered agent at that address is Mark D. Doerr.

V

The total number of shares which the corporation shall have authority to issue is 100 shares, each having no par value.

VI

The name and post office address of each of the incorporators thereto and a statement of the number of shares subscribed by each is as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>NO. OF SHARES</u>
Mark D. Doerr	2164 Alta Vista Drive Twin Falls, ID 83301	One

VII

The name and post office address of the initial director named by the below signed incorporators, to serve until the first election of directors is Mark D. Doerr, 2164 Alta Vista Drive, Twin Falls, Idaho 83301.

VIII

The private property of the stockholders of the corporation shall not be subject to the payment of the corporation debts to any extent whatever, and the shares of the corporation shall not be subject to assessment for the purpose of paying expenses, conducting business or paying debts of the corporation or for any other reason.

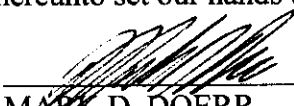
IX

The number of directors of the corporation shall be as specified in the By-Laws, and each number may from time to time be increased or decreased in such manner as may be prescribed in the By-Laws, providing the number of directors shall not be less than one.

X

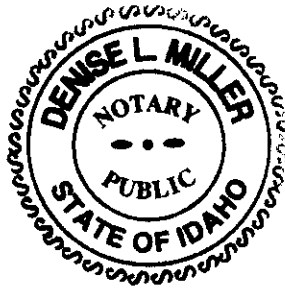
The Board of Directors is expressly authorized to repeal and amend the By-Laws of the corporation and to adopt new By-Laws, and the corporation reserves the right to amend, alter, change, and repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by law by a majority vote of the shareholders represented in person or by proxy at any annual meeting of the shareholders or at any meeting duly called for that purpose except where the laws of the State of Idaho otherwise provide.


IN WITNESS WHEREOF, we have hereunto set our hands this 3rd day of May, 2002.


MARK D. DOERR

STATE OF IDAHO)
) ss.
County of Twin Falls)

On this 3rd day of May, 2002, before me, the undersigned, a Notary Public in and for said County and State, personally appeared Mark D. Doerr, known to me to be the person who signed the foregoing document as incorporator and that the statements therein contained are true.




NOTARY PUBLIC
My commission expires: 09/02/03