

383825

## Florida Department of State

Division of Corporations

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MIAMI AIR LEASE, INC.

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FAX AUDIT # H08000274098

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION OF  
MIAMI AIR LEASE, INC.**

The undersigned, President of **MIAMI AIR LEASE, INC.**, a Florida corporation filed on June 14, 1971 under Document # 383825 (the "**Corporation**"), pursuant to Sections 607.1003 and 607.1007 of the Florida Business Corporation Act, hereby amends and restates the Articles of Incorporation of the **Corporation**. The Articles of Incorporation are hereby amended and restated as follows:

**ARTICLE I  
NAME**

The name of the Corporation is Miami Air Lease, Inc.

**ARTICLE II  
PRINCIPAL AND MAILING ADDRESS**

The mailing address and the principal office of this Corporation in the State of Florida is 5600 NW 36<sup>th</sup> Street Miami, FL 33166. The Board of Directors may from time to time change the principal office to any other address in the State of Florida.

**ARTICLE III  
NATURE OF BUSINESS**

The corporation is organized for the purposes of engaging in any activity or business permitted under the laws of the United States and the State of Florida, including but not limited to:

- A. To deal generally in airplanes, flying machines and aircraft of any and all types whatsoever, of every name and nature, whether of domestic or foreign make; to deal in parts and supplies for said machines; to lease said machines on special trips; to maintain a service station for the repair, overhauling and testing of said machines, and to maintain supply depots for airplane and flying machine service generally. Also to manufacture and to buy and sell any and all machinery, supplies and equipment necessary or incidental to carrying on the general business of buying, selling, repairing, testing and flying airplanes and flying machines of every description, and to do any and all things necessary and incidental to the carrying on of said business, including the right to own, buy, lease, or otherwise acquire such real estate as may be necessary for carrying out the purposes for which this corporation is organized.

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B. In general, to carry on any incidental business in connection therewith not forbidden by the laws of the State of Florida and by-laws passed in the future, and with the powers conferred or hereafter conferred upon corporations of this character by the laws of the State of Florida.

#### ARTICLE IV CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any time is Three Thousand (3,000) shares of common stock with a par value of \$0.01 par value per share.

#### ARTICLE V INCORPORATORS

The name and street address of the incorporators were Sarino R. Costanzo, S. Harvey Ziegler and Alex Neubuger, all with address at 1008 Ainsley Bldg., Miami, Florida.

#### ARTICLE VI DIRECTORS AND OFFICERS

This Corporation shall have three (3) directors and the number of directors may be increased or diminished from time to time by the Bylaws adopted by the stockholders, but shall never be less than three. The names and addresses of the members of the Board of Directors, who will also act as officers in their capacities indicated opposite to their names, after the filing of the Amended and Restated Articles of Incorporation, will be as follows:

Raul Dube, Chief Executive Officer and Secretary,  
Valter Proietti, President  
and  
Bruno Sartori, Chief Financial Officer and Treasurer,  
all of 5600 NW 36<sup>th</sup> Street Miami, FL 33166.

#### ARTICLE VII REGISTERED OFFICE AND AGENT

The name and the Florida street address of the registered agent are:

Interamerican Corporate Services LLC  
2525 Ponce de Leon Blvd., Suite 1225  
Coral Gables, Florida 33134

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**ARTICLE VIII  
TERMS OF EXISTENCE**

This Corporation is to exist perpetually.

**ARTICLE IX  
BYLAWS**


The power to adopt, alter, amend, or repeal bylaws shall be vested in the Board of Directors and the shareholders, except that the Board of Directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

**ARTICLE XI  
AMENDMENTS**

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved at a stockholder's meeting by majority.

The foregoing Amended and Restated Articles of Incorporation were adopted by written consent of the Board of Directors and approved by the Shareholders of the Corporation, in accordance with Sections 607.1003, 607.0704 and 607.0821 of the Florida Statutes, on December 15, 2008. The number of votes cast for the amendments by the shareholders were sufficient for approval.

The undersigned, executed this Amended and Restated Articles of Incorporation of the Corporation, under the laws of the State of Florida, as of December 15, 2008.

  
\_\_\_\_\_  
Evelio Alpizar, President

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

Having been named to accept service of process for the corporation named above, at the place designated in this certificate, the undersigned agrees to act in that capacity, to comply with the provisions of the Florida Business Corporation Act, and that it is familiar with, and accepts, the obligations of that position.

Interamerican Corporate Services LLC

A handwritten signature in dark ink, appearing to read 'Marco Ferri', is written over a horizontal line.

Marco Ferri, Manager

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