

F99000003509

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: Miami Holdings, Inc.

(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following.

200002900492--4

-06/10/99-01052-002

*****70.00 *****70.00

Rita W. Garry

(Name of Person)

Garry & Marek, Ltd.

(Firm/Company)

27 Grant Street

(Address)

Crystal Lake, Illinois 60014

(City/State/Zip)

Should you need to call someone concerning this matter, please call:

Rita W. Garry

(Name of Person)

at (815) 356-8581

(Area Code & Daytime Telephone Number)

Name
Availability

Document
Examiner

Updater

Admission Agent

STREET ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

June 15, 1999

RITA W. GARRY
27 GRANT STREET
CRYSTAL LAKE, IL 60014

SUBJECT: MIAMI HOLDINGS OF SOUTH FLORIDA, INC.
Ref. Number: W99000013916

We have received your document for MIAMI HOLDINGS OF SOUTH FLORIDA, INC. and your check(s) totaling \$70.00. However, the document has not been filed and is being retained in this office for the following:

A certificate of existence, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

If you have any questions concerning the filing of your document, please call (850) 487-6020.

Tammi Cline
Document Specialist

Letter Number: 499A00032113

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**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.*

1. Miami Holdings, Inc.
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. Illinois
(State or country under the law of which it is incorporated)
3. 39-1947189
(FEI number, if applicable)
4. October 30, 1998
(Date of incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. November 15, 1998
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 16411 N.W. 8th Avenue, Bldg. 174
Miami Florida
(Current mailing address)
8. Aircraft Parts Overhaul
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)
9. **Name and street address of Florida registered agent:** (P.O. Box or Mail Drop Box **NOT** acceptable)
Name: Stanford Solomon
Office Address: 3000 National Bank Plaza,
400 N. Ashley Drive
Tampa, Florida, 33602-4300
(Zip code)
10. **Registered agent's acceptance:**

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Stanford Solomon
(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

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12. Names and addresses of officers and/or directors: (Street address ONLY - P.O. Box NOT acceptable)

A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: William D. Morales

Address: 3336 West Capitol Drive, Milwaukee, Wisconsin 53216

Vice Chairman: _____

Address: _____

Director: William D. Morales

Address: 3339 West Capitol Drive, Milwaukee, Wisconsin 53216

Director: _____

Address: _____

B. OFFICERS (Street address only - P.O. Box NOT acceptable)

President: William D. Morales

Address: 3339 West Capitol Drive, Milwaukee, Wisconsin 53216

Vice President: _____

Address: _____

Secretary: William D. Morales

Address: 3336 West Capitol Drive, Milwaukee, Wisconsin 53216

Treasurer: William D. Morales

Address: 3336 West Capitol Drive, Milwaukee, Wisconsin 53216

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NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. W. D. Morales

(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. William D. Morales, President

(Typed or printed name and capacity of person signing application)

MIAMI HOLDINGS, INC.

CORPORATE RESOLUTION

William D. Morales, as President and existing under the laws of the State of Illinois (the "Corporation"), does hereby certify as of January 6, 1999, and at all times hereafter, that:

(i) The Corporation has continuously remained in good standing since the date of incorporation.

(ii) At a meeting of the Board of Directors of the Corporation, duly held in accordance with the Corporation's Articles of Incorporation and Bylaws, at which a quorum was present and acting throughout, the following resolution was adopted, ratified and confirmed:

RESOLVED, the Corporation, in its effort to qualify to transact business in the state of Florida, has determined that the name of Miami Holdings, Inc. is unavailable. Accordingly, the Corporation has elected to adopt the name of Miami Holdings of South Florida, Inc. for the sole use and purpose of applying for authorization to conduct business in the state of Florida.

IN WITNESS WHEREOF, the undersigned has duly executed and sealed this Corporate Resolution on behalf of the Corporation.

MIAMI HOLDINGS, INC.
an Illinois corporation

By: W.D. Morales
William D. Morales
President and Director

Lorraine Speckle-Baxter
Print Name: Lorraine Speckle-Baxter

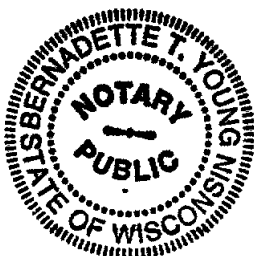
Kelly J. Givrinco
Print Name: Kelly J. Givrinco

ATTEST: W.D. Morales
Secretary

(CORPORATE SEAL)

STATE OF Wisconsin
COUNTY OF Milwaukee

~~March~~ JUNE The foregoing Corporate Resolution was duly executed and acknowledged before me on 2, 1999, by William D. Morales, as President and Director of MIAMI HOLDINGS, INC., an Illinois corporation, with authority and on behalf of the corporation and who is personally known to me or has produced a valid driver's license as identification.



Bernadette T. Young (SEAL)
Print Name: BERNADETTE T. YOUNG
NOTARY PUBLIC
My Commission Expires: 1/21/01

This Document Prepared By
and Should Be Returned To:

Stanford R. Solomon, Esquire
SOLOMON & BENEDICT, P.A.
3000 NationsBank Plaza
400 North Ashley Drive
Tampa, Florida 33602
(813) 225-1818

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DIVISION OF CORPORATIONS
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MIAMI HOLDINGS, INC.

CORPORATE RESOLUTION

William D. Morales, as President and existing under the laws of the State of Illinois (the "Corporation"), does hereby certify as of January 6, 1999, and at all times hereafter, that:

(i) The Corporation has continuously remained in good standing since the date of incorporation.

(ii) At a meeting of the Board of Directors of the Corporation, duly held in accordance with the Corporation's Articles of Incorporation and Bylaws, at which a quorum was present and acting throughout, the following resolution was adopted, ratified and confirmed:

RESOLVED, the Corporation, in its effort to qualify to transact business in the state of Florida, has determined that the name of Miami Holdings, Inc. is unavailable. Accordingly, the Corporation has elected to adopt the name of Miami Holdings of South Florida, Inc. for the sole use and purpose of applying for authorization to conduct business in the state of Florida.

IN WITNESS WHEREOF, the undersigned has duly executed and sealed this Corporate Resolution on behalf of the Corporation.

MIAMI HOLDINGS, INC.
an Illinois corporation

By: W. D. Morales
William D. Morales
President and Director

Lorraine Speciale-Baxter
Print Name: Lorraine Speciale-Baxter

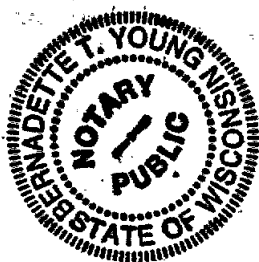
Kelly J. Giovinco
Print Name: Kelly J. Giovinco

ATTEST: W. D. Morales
Secretary

(CORPORATE SEAL)

STATE OF Wisconsin
COUNTY OF Milwaukee

JUNE The foregoing Corporate Resolution was duly executed and acknowledged before me on March 2, 1999, by William D. Morales, as President and Director of MIAMI HOLDINGS, INC., an Illinois corporation, with authority and on behalf of the corporation and who is personally known to me or has produced a valid driver's license as identification.



Bernadette T. Young (SEAL)
Print Name: BERNADETTE T. YOUNG
NOTARY PUBLIC
My Commission Expires: 1/21/01

This Document Prepared By
and Should Be Returned To:

Stanford R. Solomon, Esquire
SOLOMON & BENEDICT, P.A.
3000 NationsBank Plaza
400 North Ashley Drive
Tampa, Florida 33602
(813) 225-1818

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To all to whom these Presents Shall Come, Greeting:

I, Jesse White, Secretary of State of the State of Illinois, do hereby certify that MIAMI HOLDINGS, INC., A DOMESTIC CORPORATION, INCORPORATED UNDER THE LAWS OF THIS STATE OCTOBER 30, 1998, APPEARS TO HAVE COMPLIED WITH ALL THE PROVISIONS OF THE BUSINESS CORPORATION ACT OF THIS STATE RELATING TO THE PAYMENT OF FRANCHISE TAXES, AND AS OF THIS DATE, IS IN GOOD STANDING AS A DOMESTIC CORPORATION IN THE STATE OF ILLINOIS*****



In Testimony Whereof, I, hereto set my hand and cause to be affixed the Great Seal of the State of Illinois, this 25TH day of JUNE A.D. 1999

Jesse White

SECRETARY OF STATE