

BAUR, MILLER & WEBNER, P.A.  
ATTORNEYS AT LAW

REBECCA M. MILLER, J.D.

21ST FLOOR NEW WORLD TOWER  
100 NORTH BISCAYNE BOULEVARD  
MIAMI, FLORIDA 33132-2306  
TELEPHONE (305) 377-3551  
TELEFAX (305) 371-4380

September 29, 1997

Department of State  
The Capitol  
Tallahassee, Florida 32399-0250

200002310832--5  
-10/03/97--01007--001  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

Re: Articles of Dissolution of Airport Properties of  
Miami, Inc.

Dear Sir or Madam:

Please find enclosed the original and one copy of the Articles of Dissolution of Airport Properties of Miami, Inc., a Florida corporation (the "Corporation"), together with a check for \$87.50 representing the following:

\$35.00	Filing Fee for Articles of Dissolution
\$52.50	Certified Copy of Articles of Dissolution

Please return the certified copy of the Articles of Dissolution in the enclosed self-addressed, stamped envelope.

Please do not hesitate to contact the undersigned at your convenience if you have any questions or comments with respect to the foregoing.

Very truly yours,

*Rebecca M. Miller*  
Rebecca M. Miller

RMM:km  
Enclosures  
cc: Jeff Heidings

STATE  
TALLAHASSEE  
FLORIDA

9709-3  
SEP 29 9:20

APPROVED  
AND  
FILED

*Handwritten:*  
H97474  
FL Diss  
10-3-97  
# Cert Copy  
208

**ARTICLES OF DISSOLUTION  
OF AIRPORT PROPERTIES OF MIAMI, INC.  
PURSUANT TO SECTION 607.1403 OF THE FLORIDA STATUTES**

Pursuant to the provisions of Sections 607.1402 and 607.1403 of the Florida Business Corporation Act, the undersigned corporation ("Corporation") adopts the following articles of dissolution for the purpose of dissolving the Corporation:

1. The name of the Corporation is AIRPORT PROPERTIES OF MIAMI, INC. The Articles of Incorporation of the Corporation were filed on February 3, 1986.

2. Adequate provision has been made for the payment of all of the liabilities and obligations of the Corporation.

3. All the property and assets of the Corporation remaining after the payment of all debts, obligations, and liabilities of the Corporation, will be distributed to its shareholders in accordance with their rights and interests.

4. There are no actions pending against the Corporation in any court.

5. The Corporation elected to dissolve by unanimous written consent of its shareholders dated as of September 24, 1997, and such written consent has been signed by all shareholders of the Corporation. The number of shares cast in favor of dissolution was sufficient for approval.

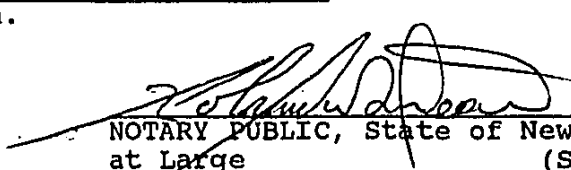
Dated September 24, 1997.

AIRPORT PROPERTIES OF MIAMI, INC.

By:   
Daniel Retter, President

STATE OF NEW YORK     )  
                                  ) SS  
CITY OF NEW YORK     )

The foregoing instrument was acknowledged before me this 24<sup>th</sup> day of September, 1997 by Daniel Retter, as President of Airport Properties of Miami, Inc., a Florida corporation, on behalf of said corporation. He is personally known to me or has produced \_\_\_\_\_ as identification and who did not take an oath.

  
NOTARY PUBLIC, State of New York  
at Large (SEAL)

My Commission Expires:  
**ROLAND TABUTEAU**  
Notary Public, State of New York  
No. 41-4701346  
Qualified in Queens County  
Cert. Filed in New York County  
Commission Expires April 30, 1999

APPROVED  
AND  
FILED

OCT -3 AM 9:20  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA