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Florida Department of State

Division of Corporations

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LIMITED LIABILITY COMPANY

Miami Airport Construction Managers, L.L.C.

Certificate of Status	1
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**ARTICLES OF ORGANIZATION OF
MIAMI AIRPORT CONSTRUCTION MANAGERS, L.L.C.**

The undersigned, being authorized to execute and file these Articles Of Organization to form the Limited Liability Company hereinafter named, hereby certifies that:

ARTICLE I — NAME:

The name of the Limited Liability Company is: Miami Airport Construction Managers, L.L.C.

ARTICLE II — Address:

The mailing address and street address of the principal office of the Limited Liability Company is: c/o Morse Diesel International, Inc., 6600 North Andrews Avenue, Suite 590 Fort Lauderdale, Florida 33309.

ARTICLE III — Duration:

The period of duration for the Limited Liability Company shall be perpetual.

ARTICLE IV — Management:

The Limited Liability Company is to be managed by a manager and the name and address of the first manager who shall serve until its successor is elected is:

Morse Diesel International, Inc.
6600 North Andrews Avenue, Suite 590
Fort Lauderdale, Florida 33309

ARTICLE V — Purpose; Powers:

The Limited Liability Company is organized for the purpose of the conduct of any and all lawful business for which a limited liability company may be organized under the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, and may do and perform any and all acts and deeds lawful to be done and performed by a limited liability company under said law, all within and without the United States of America. Without limiting the foregoing, the limited

This instrument prepared by:
Donald S. Rosenberg
Peckar & Abramson Rosenberg, Reisman & Stein LLP
One Southeast Third Avenue
Suite 3050
Miami, Florida 33131
305-358-2600
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liability company is organized for the purpose of submitting a proposal to provide services for the Miami-Dade Aviation Department for its South Terminal Program at the Miami International Airport, Miami, Florida, and acting as a construction manager and/or general contractor for such project.

The Limited Liability Company shall have the same powers as an individual to do all things necessary or convenient to conduct its business and affairs, including, without limitation, all powers now and hereafter authorized under the laws of the United States and the State of Florida.

ARTICLE VI — Admission of Additional Members

Additional members may be admitted to the Limited Liability Company only with the consent in writing of all members and such admission shall be upon such terms and conditions as shall be established in writing by said members.

ARTICLE VII - MEMBERS' RIGHTS TO CONTINUE BUSINESS ON TERMINATION OF MEMBER

Upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the membership of a member in the Limited Liability Company, the Limited Liability Company shall be dissolved unless the owners and holders of a majority, in dollar amount, of the capital accounts of the Limited Liability Company, excluding the capital account of the terminated member, consent either in writing or by vote at a meeting of the members to continue the business of the Limited Liability Company.

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ARTICLE VIII - EXECUTION OF INSTRUMENTS AND DOCUMENTS

Any instrument or document with respect to the acquisition, mortgage or disposition of any property of the Limited Liability Company, including but not limited to deeds, notes, bonds, mortgages, leases, releases and contracts of every nature, and further including without limitation any bids, construction contracts, change orders and related documents, executed by the then Manager of the Limited Liability Company shall be valid and binding upon the Limited Liability Company.

ARTICLE IX - REGULATIONS

Regulations for the management and regulation of the affairs of the Limited Liability Company may only be adopted, amended and repealed by written instrument executed by all of the members, except as may be provided in the Regulations.

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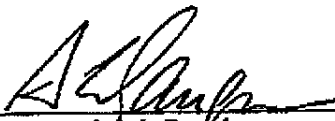
ARTICLE X - COMMENCEMENT OF EXISTENCE

The commencement date of the existence of this Limited Liability Company shall be the date of subscription of these Articles Of Organization if such date is within five (5) business days prior to the date of filing of these Articles Of Organization in the office of the Secretary of State of Florida, otherwise the commencement date shall be the date of such filing.

ARTICLE XI - DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 608.415, Florida Statutes, A.S. McGaughan is hereby designated as Registered Agent of the Limited Liability Company and the street address of the registered office is designated as c/o Morse Diesel International, Inc., 6600 North Andrews Avenue, Suite 590, Fort Lauderdale, Florida 33309.

IN WITNESS WHEREOF, these Articles of Organization have been subscribed in duplicate by the undersigned authorized representative of the members this 20th day of September, 2000. (In accordance with Section 608.408(3), Florida Statutes, the execution of this Affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)


A.S. McGaughan

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Having been named as Registered Agent and to accept service of process for the above named Limited Liability Company at the place above designated, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.


A.S. McGaughan

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