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ADORNO & ZEDER
A PROFESSIONAL ASSOCIATION

2601 SOUTH BAYSHORE DRIVE
SUITE 1600
MIAMI, FLORIDA 33133
TELEPHONE (305) 858-5555
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April 20, 2000

FILED
APR 21 2000
TALLAHASSEE, FLORIDA
FACSIMILE
(305) 858-4777

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: SAVE OUR AIRPORT, INC.

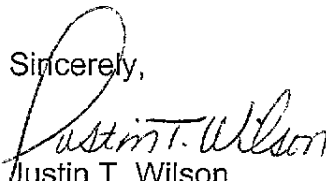
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*****78.75 *****78.75

Dear Sir/Madam:

Enclosed please find an originally executed copy and one photocopy of the Articles of Incorporation for the above-captioned entity along with a check in the amount of \$78.75 made payable to the Florida Department of State. Please file the aforementioned document as soon as practicable and provide the undersigned with a certified copy thereafter.

Thank you in advance for your attention to this matter. Please feel free to contact the undersigned directly at (305) 860-7098 if there are any questions or comments.

Sincerely,


Justin T. Wilson
Legal Assistant

encl.

**ARTICLES OF INCORPORATION
OF
SAVE OUR AIRPORT, INC.**

Article I. NAME

The name of this Corporation is:

Save Our Airport, Inc. (the "Corporation")

Article II. PRINCIPAL OFFICE

The principal place of business and mailing address of the Corporation is:

2800 Ponce de Leon Blvd.
Suite 1500
Miami, Florida 33134
Attention: Adolfo Henriques

Article III. ENABLING LAW

This Corporation is organized pursuant to the "Florida Not for Profit Corporation Act" of the State of Florida, as set forth at Chapter 617 of the Florida Statutes.

Article IV. PURPOSE AND DURATION

A. This Corporation is organized and shall be operated exclusively for religious, charitable, education, sports, athletic and recreational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), including, but not limited to, the protection, preservation and furtherance of the private enterprise system, and thereby improving the quality of life of the citizens and residents of Miami-Dade County.

B. No part of the net earnings of the Corporation shall inure to the benefit, or be distributable to, its directors, trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the tax exempt purposes set forth herein.

C. This Corporation shall have all of the powers of a natural person, subject only to limitations imposed by these Articles, the Bylaws of this Corporation and applicable laws.

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STATE OF FLORIDA
TALLAHASSEE

Notwithstanding any such powers, or any other provision of these Articles, this Corporation shall not carry on any activities not permitted to be carried on (i) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Code, or (ii) by a corporation organized under Section 170(c)(2) of the Code, or (iii) by a corporation as defined by Florida law. Notwithstanding any of the above statements of purpose and powers, this Corporation shall not, except to an insubstantial degree, engage in any activities or exercise of any powers that are not in furtherance of the primary purposes of this Corporation.

D. No substantial part of the activities of this Corporation shall involve itself in propaganda or otherwise attempt to influence legislation by propaganda or otherwise; however, if approved by a majority vote of the Board of Trustees, the Corporation may: (1) elect under Section 501(h) of the Code to influence legislation and make lobbying or grassroots expenditures that do not exceed the amounts prescribed in Section 501(h)(2)(B) and (D) of the Code; (2) establish and maintain a segregated account which shall be operated as a "political organization" in accordance with the provisions of Section 527 of the Code and the regulations thereunder.

E. This Corporation shall have and exercise all rights and powers conferred on non-profit corporations under the laws of the State of Florida, or which may hereafter be conferred, in order to promote religious, charitable, scientific, educational, sports, athletic and recreational purposes.

Article V. MEMBERSHIP

Membership in this Corporation shall be open to any person, family, corporation, or other entity. The authorized number, the different classes of membership, dues (if any), and other obligations, rights and privileges of members and the termination of membership shall be as set forth in the Bylaws of this Corporation.

Article VI. MANAGEMENT OF CORPORATE AFFAIRS

The powers of this Corporation shall be exercised, its properties controlled, and its affairs conducted by the Board of Trustees. The members of the Board of Trustees shall be elected by the

members. The number of Trustees may be increased or decreased from time to time as the Board may determine, however, the number of Trustees shall not be less than three.

Article VII. INITIAL BOARD OF TRUSTEES

The names and addresses of the initial Board of Trustees shall be as listed below:

<u>Name</u>	<u>Address</u>
Henry N. Adorno	2601 S. Bayshore Drive Suite 1600 Miami, Florida 33133
Adolfo Henriques	2800 Ponce de Leon Blvd. Suite 1500 Coral Gables, Florida 33134
Sarah Artecona	2601 S. Bayshore Drive Suite 1600 Miami, Florida 33133

Article VIII. DISSOLUTION

This Corporation shall be dissolved and its affairs concluded by two-thirds vote of the Corporation's members eligible to vote. All the property and assets of this Corporation are and shall be irrevocably dedicated to religious, charitable, educational, sports, athletic and recreational purposes meeting the requirements for exemptions provided by Section 501(c)(3) of the Code, as may be amended from time to time. No part of said property or assets shall ever inure to the benefit of any member, Trustee or Officer or to the benefit of any private individual or entity. Upon dissolution, winding up or abandonment of the Corporation provision for payment of all debts and liabilities of this Corporation shall be made to the extent assets are available. If after payment of all such debts and liabilities there remains any Corporate assets, such assets shall be distributed for use in furtherance of the purposes of the Corporation as set forth or then such assets shall be distributed to an organization being operated for charitable purposes which are similar to the purposes of the Corporation, provided that such organization is qualified as an exempt organization under Section 501(c)(3). Any such assets not so disposed shall be disposed of by the Circuit Court of the county

in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine.

Article IX. INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this Corporation shall be 2601 S. Bayshore Drive, Suite 1600, Miami, Florida 33133 and the initial registered agent of this Corporation at such office shall be A Z Registered Agent Corporation, which upon accepting this designation agrees to comply with the provisions of Section 48.091, Florida Statutes, as amended from time to time, with respect to keeping an office open for service of process.

Article X. INCORPORATOR

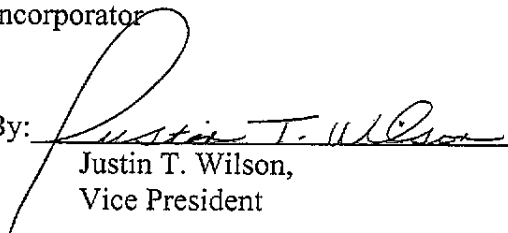
The name and street address of the person signing these Articles of Incorporation is:

<u>Name</u>	<u>Address</u>
A Z Registered Agent Corporation	2601 S. Bayshore Drive Suite 1600 Miami, Florida 33133

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 17th day of April, 2000.

A Z REGISTERED AGENT CORPORATION,
Incorporator

By: _____


Justin T. Wilson,
Vice President

**CERTIFICATE OF DESIGNATION REGISTERED AGENT AND REGISTERED OFFICE
AND ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT**

1. The name of the Corporation is: Save Our Airport, Inc.
2. The name and address of the registered agent and the registered office is:

A Z Registered Agent Corporation
2601 S. Bayshore Drive
Suite 1600
Miami, Florida 33133

Pursuant to Sections 48.091 and 607.0501, et seq., Florida Statutes, the undersigned has been named to act as the Registered Agent of Save Our Airport, Inc. at the place designated in this certificate and the undersigned agrees to accept such appointment and to act in that capacity. The undersigned further agrees that the undersigned will comply with all provisions of all statutes relating to the proper and complete performance of the duties of the registered agent of the Corporation and that the undersigned is familiar with and accepts the obligations of the position of registered agent for the Corporation.

Date: April 17, 2000

A Z REGISTERED AGENT CORPORATION,
Registered Agent

By: 

Justin T. Wilson,
Vice President

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