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PAGE & ASSOCIATES

Attorneys and Counselors at Law  
Sun Bank Center  
200 South Orange Avenue, Suite 1205  
Orlando, Florida 32801

Phone (407) 422-1700  
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THOMAS P. PAGE, JD, CPA

June 25, 1996

Secretary of State  
State of Florida  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

100001876871  
-06/26/96--01122--015  
\*\*\*\*122.50 \*\*\*\*122.50

Re: FLORIDA INTERNATIONAL TRADE AND ECONOMIC DEVELOPMENT  
CORPORATION

Dear Sir:

Enclosed herein please find the original and one copy of the Articles of Incorporation for filing with the Secretary of State regarding the above referenced corporation. Also enclosed is this firm's check in the amount of \$122.50, representing the following fees:

1. Filing Fee	\$35.00
2. Designation of Registered Agent	35.00
3. Certified copy of Articles	52.50
	\$122.50

Once the Articles of Incorporation has been duly filed, please return a certified copy to my attention.

Thank you for your assistance in this matter. If you have any questions, please do not hesitate to contact our office.

Very truly yours,



Thomas P. Page

TPP/dms  
6/27/96

TPP/dms  
Enclosure

cc: John Anderson

FILED  
96 JUN 26 PM 3:13  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
FLORIDA INTERNATIONAL TRADE AND  
ECONOMIC DEVELOPMENT CORPORATION  
(A Not-For-Profit Corporation)

FILED  
95 JUN 26 PM 3:13

THE  
TALLAHASSEE, FLORIDA

ARTICLE I

NAME

The name of this corporation shall be FLORIDA INTERNATIONAL  
TRADE AND ECONOMIC DEVELOPMENT CORPORATION.

ARTICLE II

ADDRESS

The street address of the place of business of the Corporation  
is 200 South Orange Avenue, Suite 1200, Orlando, Florida 32801.

ARTICLE III

TERM

The duration of this Corporation shall be perpetual.

ARTICLE IV

PURPOSE

The specific and primary purposes for which this Corporation  
is formed are:

- (a) The Corporation is organized exclusively for the benefit  
of the State of Florida.
- (b) This corporation will advise and assist in promoting and  
developing international trade and reverse investment,  
marketing the state for potential new investment, and  
creating, expanding and retaining Florida businesses.

(c) The Corporation shall, working jointly with Florida's Governor, Legislature, Enterprise Florida, Inc., and Office of Tourism, Trade and Economic Development, private and public educational institutions, other state and federal agencies and with corporations and individuals representing the private sector, assist in developing and implementing policies, programs, and activities reasonably required to accomplish the Corporation's purposes.

(d) To engage in any lawful act or activity for which not-for-profit corporations may be organized, so far as it or may be permitted by the Laws of the State of Florida and Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

#### ARTICLE V

##### MEMBERSHIP

Clauses and qualifications of membership shall be as stated in the Bylaws of the Corporation.

#### ARTICLE VI

##### MANAGEMENT

The affairs of this Corporation shall be managed and governed by a nonprofit public-private Board of Directors, made up of the following persons:

- (a) The Lieutenant Governor or the Lieutenant Governor's designee.
- (b) The president of the Florida Chamber of Commerce or the president's designee.

- (c) The Secretary of State or the secretary's designee.
- (d) The chairperson of the Florida State Rural Development Council or the chairperson's designee.
- (e) A member of the Senate, who shall be appointed by the president of the Senate as an ex officio member of the board and serve at the pleasure of the president.
- (f) A member of the House of Representatives, who shall be appointed by the Speaker of the House of Representatives as an ex officio member of the board and serve at the pleasure of the Speaker of the House of Representatives.
- (g) Members to be appointed by the Governor, subject to confirmation by the Senate, consisting of the following:
  - 1. The chairperson of the World Trade Association of Florida, or the chairperson's designee.
  - 2. Two (2) representatives from the state's deepwater ports, chosen from a list of three (3) names submitted to the Governor by the Florida Ports Council. One (1) representative shall be from the Gulf of Mexico coast ports and one (1) representative shall be from the Atlantic coast port.
  - 3. The chairperson of the Florida Airport Managers Association or the chairperson's designee.
  - 4. The chairperson of the Florida Custom Brokers and Forwarders Association or the chairperson's designee.

5. A person having extensive experience in foreign language instruction or international education.
  6. The chairperson of the International Law Section of the Florida Bar or the chairperson's designee.
  7. The chairperson of the Florida International Banking Association or the chairperson's designee.
  8. A representative of a company in this state that is actively engaged in the manufacture of products in this state for sale in foreign markets.
  9. A member of the Florida Citrus Commission experienced in the exportation of citrus products who owns, operates, or is employed by a major company in this state that is actively engaged in the exportation of citrus products from this state to international markets.
  10. A representative of a major multinational company with offices in this state.
  11. The chairperson of the Latin Chamber of Commerce of the United States or the chairperson's designee.
- (h) Nine (9) to eleven (11) members from the public and private sector, consisting of one (1) member representing a municipal economic development organization, one (1) member representing a county economic development organization, one (1) member representing a regional economic development organization, and one (1) member representing an international economic development

organization, and one (1) member, who, at the time of appointment, is a board member of a community development corporation that meets the requirements of s. 290.035, with the remaining members representing, and being actively involved in Florida business, who shall be appointed by the Governor, subject to Senate confirmation.

Members appointed by the Governor shall be appointed for terms of four (4) years, except that, in making the initial appointments, the Governor shall appoint three (3) to five (5) members for terms of four (4) years, three (3) members for terms of three (3) years, and three (3) members for terms of two (2) years. The names and addresses of the nine (9) to eleven (11) private sector members appointed by the Governor to the first Board of Directors are:

NAME

B. F. Spohrer  
President  
Challenge Air Cargo, Inc.  
Post Office Box 523979  
Miami, Florida 33152-3979

C. Tim Shea  
President  
Florida Airport Manager Assoc.  
301 N. Dyer Blvd., Suite 101  
Kissimmee, Florida 34741-4613

Jose Aguirre  
President  
Miami International Airport  
Post Office Box 52-2022  
Miami, Florida 33152

NAME

Larry S. Rifkin  
Chairman  
The Florida Bar, International  
Law Section  
1110 Brickel Ave., Suite 210  
Miami, Florida 33131

James P. McCollom  
Banco Santa Cruz  
Executive Vice President  
801 Brickell Avenue, Suite 1200  
Miami, Florida 33131

Luis Sabines  
President  
Latin Chamber of Commerce of USA  
1417 W. Flagler Street  
Miami, Florida 33135

Frank Ryll  
President  
Florida Chamber of Commerce  
136 S. Bronough Street  
Tallahassee, Florida 32301

Steve Barron  
Florida State Rural Development  
Council  
443 Collins Building  
107 W. Gaines Street  
Tallahassee, Florida 32399-2000

The Honorable Buddy MacKay  
Lieutenant Governor of Florida  
PL05, The Capitol  
Tallahassee, Florida 32399

Sandra Mortham  
Secretary of State  
Department of State  
The Capitol  
Tallahassee, Florida 32399-0250

#### ARTICLE VII

##### OFFICERS

All officers of the Corporation shall be elected or appointed in accordance with the Bylaws of the Corporation.

#### ARTICLE VIII

##### INCORPORATOR

The name of the incorporator of these Articles of Incorporation is Thomas P. Page, Esquire, whose address is 200 South Orange Avenue, Suite 1205, Orlando, Florida 32801.

#### ARTICLE IX

##### BYLAWS

The Board of Directors shall adopt Bylaws consistent with these Articles. The Board of Directors, by a two-thirds (2/3s) majority vote, shall also have the power to make, alter or rescind any Bylaws on behalf of the Corporation, subject to the limitations of Chapter 92-277, Laws of Florida.

#### ARTICLE X

##### AMENDMENT

These Articles may be altered, amended or repealed by resolution of the Board of Directors, subject to the limitations of Chapter 92-277, Laws of Florida.



ARTICLE XI

INITIAL REGISTERED OFFICE AND AGENT


The street address of the initial registered office of this Corporation is 200 South Orange Avenue, Suite 1200, Orlando, Florida 32801. The name of the Corporation's initial registered agent to receive service of process is Thomas P. Page, Esquire.

ARTICLE XII

DISSOLUTION

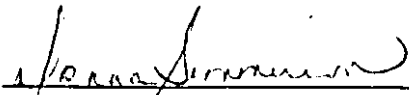
In the event of the voluntary or involuntary liquidation or dissolution of the Corporation, no member shall be entitled as such to any distribution or division of its remaining property or its proceeds, and the balance of all money and other property received by the Corporation from any source after payment of all debts and obligations of the Corporation, shall be distributed to the State of Florida for a public purpose through its State Board of Administration.

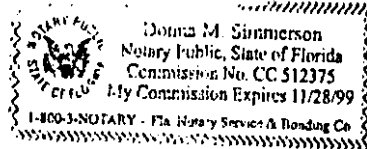
The undersigned incorporator hereinbefore named, for the purpose of forming a corporation pursuant to the laws of the State of Florida, does hereby adopt the foregoing Articles of Incorporation, and in witness whereof, has hereunto set his hand this 25<sup>th</sup> day of June, 1996.

  
Thomas P. Page, Esquire  
Incorporator

STATE OF FLORIDA  
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 25<sup>th</sup> day of June, 1996, by THOMAS P. PAGE, Esquire, as Incorporator, of Florida International Trade and Economic Development Corporation, a Florida not-for-profit corporation, on behalf of the corporation. He is personally known to me and did not take an oath.

  
\_\_\_\_\_  
Notary Public, State of Florida  
Printed Name: Donna Simmerson  
My Commission Expires:



FILED  
JUN 26 PM 3:13  
TALLAHASSEE, FLORIDA

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