

LYNN B. LEWIS

A PROFESSIONAL ASSOCIATION

ATTORNEYS AT LAW

SUITE 280

1390 BRICKELL AVENUE

MIAMI, FLORIDA 33131

LYNN B. LEWIS

TELEPHONE 305-374-0148
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N9900005786

August 26, 1999

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

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

RE: Articles of Incorporation for Downtown Miami Transportation
Management Association, Inc.

Ladies and Gentlemen:

Enclosed are two executed original Articles of Incorporation
of Downtown Miami Transportation Management Association, Inc.

Also enclosed is our check, payable to the Secretary of State,
in the amount of \$78.75. This check represents the filing fee for
the Articles of Incorporation and the cost of obtaining a certified
copy of the filed Articles of Incorporation.

Kindly file the Articles of Incorporation and provide a
certified copy of the filed Articles of Incorporation to the
undersigned at the above address.

Very truly yours,

L. B. Lewis

Lynn B. Lewis

LBL/sf

Enclosures

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 SEP 29 PM 1:40

FILED

01/26/99



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

September 2, 1999

LYNN B. LEWIS, ESQ.
1390 BRICKELL AVE.
MIAMI, FL 33131

SUBJECT: DOWNTOWN MIAMI TRANSPORTATION MANAGEMENT
ASSOCIATION, INC.
Ref. Number: W99000020409

We have received your document for DOWNTOWN MIAMI TRANSPORTATION MANAGEMENT ASSOCIATION, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent designated in your document is not an active entity according to our records. Please reinstate this entity (call (850) 487-6059 for information) or designate another entity that is active according to our records.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6927.

Tracy Smith
Document Specialist

Letter Number: 399A00043816

ARTICLES OF INCORPORATION
OF
DOWNTOWN MIAMI TRANSPORTATION MANAGEMENT ASSOCIATION, INC.

I, the undersigned Incorporator to these Articles of Incorporation, hereby associate myself in the formation of a not-for-profit corporation (the "Corporation") under the laws of the State of Florida, pursuant to the provisions of Chapter 617, Florida Statutes.

ARTICLE I
CORPORATE NAME

The name of this Corporation shall be:

DOWNTOWN MIAMI TRANSPORTATION MANAGEMENT ASSOCIATION, INC.

ARTICLE II
PRINCIPAL OFFICE OR MAILING ADDRESS OF CORPORATION

The principal office or mailing address of the Corporation shall be:

200 South Biscayne Boulevard
Suite 1818
Miami, Florida 33131

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE III
PURPOSES

This Corporation is formed for the purposes set forth in this Article III and is not organized

for the private gain of any person, as those terms are defined in Section 501(c)(3) of the Internal Revenue Code, 1954, as amended. The Corporation is organized for the purpose of:

- (a) Providing a forum for private developers, employers, and commercial property owners to address common transportation concerns and to work cooperatively with local government to mitigate traffic congestion through a transportation management program;
- (b) Reducing traffic congestion, air pollution and on street and off-street parking needs by organizing transportation programs including, but not limited to, carpooling, vanpooling, flexible work hour programs, parking programs and a central information service on ridesharing, paratransit, public transportation and other related transportation subjects;
- (c) Promoting efficient transportation systems that will enhance the areas competitiveness and economic vitality of Downtown Miami and enhance and continue its image as an attractive place in which to live, work, and do business;
- (d) Administering contributions and grants to the Corporation from public and private sources and funds under contracts with public agencies and private organizations, in accordance with the terms and conditions of such contributions, grants and contracts and in carrying out of the purposes of the Corporation, as stated in these Articles of Incorporation and the By-Laws of the Corporation; and
- (e) Exercising all rights and powers granted to not-for-profit corporations in the State of Florida.

ARTICLE IV

CLASSES OF MEMBERSHIP

The Corporation is a non-stock corporation and shall have the classes of membership as set forth in the By-Laws.

ARTICLE V

TERM OF EXISTENCE

The existence of this Corporation shall commence at the time that these Articles of Incorporation are duly accepted by and filed with the Department of State of the State of Florida.

The Corporation shall exist perpetually, unless dissolved in accordance with the laws of the State of Florida.

ARTICLE VI

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial Registered Office of this Corporation in the State of Florida shall be:

200 South Biscayne Boulevard, Suite 1818
Miami, Florida 33131

The initial Registered Agent of this Corporation at that address is Patricia Allen.

ARTICLE VII

TAX STATUS

It is intended that this Corporation shall have the status of a corporation that is exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended.

ARTICLE VIII

LIMITATIONS

Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under

Section 501(c)(3). The Corporation shall not make loans to its directors, officers, employees or members. No dividends or earnings shall ever be paid by the Corporation and no part of its net earnings shall be distributed to or inure to the benefit of its directors, officers, members or any private person, firm, corporation or association except in reasonable expenses incurred in connection with the Corporation's affairs.

ARTICLE IX

BOARD OF DIRECTORS

The activities, property and affairs of the Corporation shall be managed by a Board of Directors, the method of election of which shall be stated in the By-Laws and the number of which shall be determined, from time to time, in accordance with the By-Laws.

ARTICLE X

INITIAL BOARD OF DIRECTORS

The name and street address of the members of the initial Board of Directors, who shall hold office until their successors are duly elected or appointed and have qualified, are as follows:

NAME AND STREET ADDRESS

Willy Gort	200 S. Biscayne Blvd., Suite 1818	Miami, FL
Jack Peeples	200 S. Biscayne Blvd., Suite 1818	Miami, FL
Jimmy Morales	200 S. Biscayne Blvd., Suite 1818	Miami, FL
Jeff Bercow	200 S. Biscayne Blvd., Suite 1818	Miami, FL
Loretta Cockrum	200 S. Biscayne Blvd., Suite 1818	Miami, FL
Megan Kelly	200 S. Biscayne Blvd., Suite 1818	Miami, FL
Juan Carlos Mas	200 S. Biscayne Blvd., Suite 1818	Miami, FL
Michael McCullough	200 S. Biscayne Blvd., Suite 1818	Miami, FL
Carlos Migoya	200 S. Biscayne Blvd., Suite 1818	Miami, FL
Tim Prunka	200 S. Biscayne Blvd., Suite 1818	Miami, FL
Sergio Rok	200 S. Biscayne Blvd., Suite 1818	Miami, FL
Warren Weiser	200 S. Biscayne Blvd., Suite 1818	Miami, FL
Alvin West	200 S. Biscayne Blvd., Suite 1818	Miami, FL
Johnny Winton	200 S. Biscayne Blvd., Suite 1818	Miami, FL
Phil Yaffa	200 S. Biscayne Blvd., Suite 1818	Miami, FL

ARTICLE XI

DISSOLUTION

Upon the dissolution of this Corporation, the provisions of the Florida Not for Profit Corporation Act shall apply. The assets, if any, shall be distributed to such organization(s) formed and operated for similar purposes which are determined to be exempt under the provisions of Section 501(c)(3) of the Internal Revenue Code.

ARTICLE XII

INCORPORATOR

The individual organizing this Corporation and executing these Articles of Incorporation as the Incorporator is:

NAME AND STREET ADDRESS

Patricia Allen 200 S. Biscayne Blvd., Suite 1818 Miami, FL

ARTICLE XIII

BY-LAWS

The Board of Directors shall have the power to adopt, alter, amend, or rescind the By-Laws of the Corporation, as provided in the By-Laws.

ARTICLES XIV

AMENDMENT OF ARTICLES

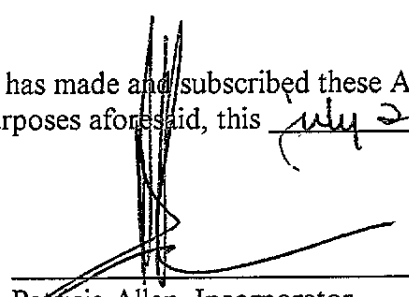
These Articles of Incorporation may be amended, as provided in the By-Laws.

ARTICLE XV

POWERS

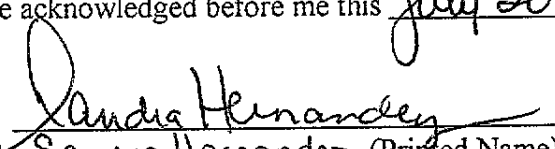
In addition to any power permitted by Florida Statute and the powers specified in its By-Laws, the Corporation shall have the power to receive, acquire, organize, maintain and use its assets for the purposes for which it was organized; to obtain and earn funds by any legal means for the encouragement of its purposes; to acquire, hold, own, use and dispose of real or personal property in connection with the purposes of the Corporation; to exercise all powers necessary or convenient to the furtherance of the purposes for which the Corporation is organized; and to exercise all powers granted to a corporation not for profit under Florida law.

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Incorporation at Miami, Florida, for the uses and purposes aforesaid, this July 20, 1999.


Patricia Allen, Incorporator

STATE OF FLORIDA)
) SS.
COUNTY OF MIAMI-DADE)

The foregoing Articles of Incorporation were acknowledged before me this July 20, 1999 by Patricia Allen.


Sandra Hernandez (Printed Name)
Notary Public, State of Florida

Personally Known or
Identification Personally Known



DESIGNATION AND ACCEPTANCE
OF
REGISTERED AGENT
FOR
DOWNTOWN MIAMI TRANSPORTATION MANAGEMENT ASSOCIATION, INC.

Pursuant to Chapters 48 and 617, Florida Statutes, DOWNTOWN MIAMI TRANSPORTATION MANAGEMENT ASSOCIATION, INC., having filed its Articles of Incorporation contemporaneously herewith, with its Registered Office as indicated therein at Suite 1818, 200 South Biscayne Boulevard, Miami, Florida 33131, has named Patricia Allen, located thereat, as the Registered Agent of Downtown Miami Transportation Management Association, Inc. to accept service of process within this state.

DOWNTOWN MIAMI TRANSPORTATION
MANAGEMENT ASSOCIATION, INC.

By: _____
Patricia Allen, Incorporator

Having been named as Registered Agent to accept service of process for the above-stated corporation, at the location designated herein, Patricia Allen hereby accepts to act in this capacity, and agrees to comply with the laws of Florida applicable thereto.

Patricia Allen
Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA