

04/18/2008

8:2058 46

CORPDIRECT AGENTS

PAGE 01/04

<https://efile.sunbiz.org/scripts/efilcovr.cxc>

708000039676

Florida Department of State  
Division of Corporations  
Public Access System

Electronic Filing Cover Sheet

**Note: Please print this page and use it as a cover sheet.** Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H08000100408 3)))



H080001004083ABCV

**Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.**

To: Division of Corporations  
Fax Number : (850) 617-6381

From:  
Account Name : CORPDIRECT AGENTS, INC.  
Account Number : 110430000714  
Phone : (850) 222-1173  
Fax Number : (850) 224-1640

*\*Please give original  
Submission date as  
file date\**

RECEIVED APR 18 2008

0150.85380.1

**FLORIDA PROFIT/NON PROFIT CORPORATION**

**MIAMI ACCESS TUNNEL PARTNERS II, INC.**

Certificate of Status	0
Certified Copy	1
Page Count	284
Estimated Charge	\$78.75

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

2008 APR 17 AM 8:48

FILED

Electronic Filing Menu

Corporate Filing Menu

Hepphewers APR 21 2008



April 18, 2008

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

CORPDIRECT AGENTS, INC.

SUBJECT: MIAMI ACCESS TUNNEL PARTNERS II, INC.  
REF: W08000019749

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The person designated as incorporator in the document and the person signing as incorporator must be the same.

If you have any further questions concerning your document, please call (850) 245-6931.

Becky McKnight  
Regulatory Specialist II  
New Filing Section

FAX Aud. #: E08000100408  
Letter Number: 508A00023357

H08000100408 3

ARTICLES OF INCORPORATION  
OF  
MIAMI ACCESS TUNNEL PARTNERS II, INC.

ARTICLE I

The name of this corporation is MIAMI ACCESS TUNNEL PARTNERS II, INC. (the "Corporation").

ARTICLE II

The purpose for which the Corporation is formed is to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act (the "Act").

ARTICLE III

The address of the principal office and the mailing address of the office of the Corporation is c/o CorpDirect Agents, Inc., 515 E. Park Avenue, Tallahassee, FL 32301.

ARTICLE IV

The capital stock authorized, the par value thereof, and the characteristics of such stock if the Corporation shall be as follows:

<u>Number of Shares</u> <u>Authorized</u>	<u>Par Value Per Share</u>	<u>Class of Stock</u>
1,000	\$.01	Common

ARTICLE V

The street address of the Corporation's initial registered office is 515 E. Park Avenue, Tallahassee, FL 32301, and the name of its initial registered agent at such office is CorpDirect Agents, Inc.

ARTICLE VI

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws, who will serve as the Corporation's director until successors are duly elected and qualified.

H08000100408 3

2008 APR 18 AM 8:48

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

H08000100408 3

**ARTICLE VII**

A director or officer of the Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duty as a director or officer, except for liability (i) for any breach of the director's or officer's duty of loyalty to the Corporation or its shareholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 607.0834 of the Act as the same exists or hereafter may be amended, (iv) for violation of a criminal law, unless the director or officer had reasonable cause to believe his conduct was lawful or had no reasonable cause to believe his conduct was unlawful or (v) for any transaction from which the director or officer derived an improper personal benefit.

The Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

**ARTICLE VIII**

The name of the Incorporator is Yosbel A. Ibarra, and the address of the Incorporator is c/o Greenberg Traurig, P.A., 1221 Brickell Avenue, Miami, Florida 33131.

IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 17<sup>th</sup> day of April, 2008.

Yosbel A. Ibarra  
Yosbel A. Ibarra

**ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT**

The undersigned, having been named the Registered Agent of Miami Access Tunnel Partners II, Inc. hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes Section 607.0505.

CORPDIRECT AGENTS, INC.

By: Ricky Soto  
Name: Ricky Soto  
Title: Assistant Secretary

Dated: April 17, 2008

MIA 179,549,840v3 4/19/2008

H08000100408 3

FILED  
2008 APR 17 AM 8:48  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA