

P08000039721

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.

((H080001004113)))



H080001004113ABCP

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

**Please give original
submission date as
file date**

From:
Account Name : CORPDIRECT AGENTS, INC.
Account Number : 110450000714
Phone : (850) 222-1173
Fax Number : (850) 224-1640

RECEIVED APR 18 2008

0150.85380.2

FLORIDA PROFIT/NON PROFIT CORPORATION

MIAMI ACCESS TUNNEL PARTNERS, INC.

| | |
|-----------------------|---------|
| Certificate of Status | 0 |
| Certified Copy | 1 |
| Page Count | 08/4 |
| Estimated Charge | \$78.75 |

Electronic Filing Menu

Corporate Filing Menu

Help

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
08 APR 17 PM 12:52

JP 4/21/08

04/18/2008 16:05 8502058846

CORPDIRECT AGENTS

PAGE 02/04

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

08 APR 17 PM 12:52



April 18, 2008

FLORIDA DEPARTMENT OF STATE
Division of Corporations

CORPDIRECT AGENTS

SUBJECT: MIAMI ACCESS TUNNELL PARTNERS, INC.
REF: W08000019748

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. #: E08000100411
Letter Number: 708A00023356

FILED
H080001004113
SECRETARY OF STATE
DIVISION OF CORPORATIONS

08 APR 17 PM 12:52

ARTICLES OF INCORPORATION
OF
MIAMI ACCESS TUNNEL PARTNERS, INC.

ARTICLE I

The name of this corporation is MIAMI ACCESS TUNNEL PARTNERS, 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>Par Value Per Share</u> | <u>Class of Stock</u> |
|-------------------------|----------------------------|-----------------------|
| <u>Authorized</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 four directors, 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.

H08000100411 3

H08000100411 3

ARTICLE VII

The Corporation elects to have preemptive rights as contemplated by Section 607.0630 of the Act.

ARTICLE VIII

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 IX

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 17th day of April, 2008.


Yosbel A. Ibarra

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of Miami Access Tunnel Partners, 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: Name: Ricky SotoTitle: Assistant SecretaryDated: April 17, 2008

MIA 179,549,839v3 4/9/2008

08 APR 17 PM 12:52

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

H08000100411 3