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NAME: MIAMI AIRLIFT CORPORATION
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
MIAMI AIRLIFT CORPORATION

EFFECTIVE DATE
7/29/95

The undersigned hereby adopt the following Articles of Incorporation for the purpose of forming a corporation under the Florida Business Corporation Act:

I.
NAME

The name of this corporation is Miami Airlift Corporation (the "Corporation"). The principal place of business and mailing address of the Corporation is Suite 1100, 2065 South Bayshore Drive, Miami, Florida 33133.

II.
EFFECTIVE DATE AND DURATION

The effective date of this Corporation shall be August 24, 1995, and shall exist perpetually thereafter unless sooner dissolved according to law.

III.
PURPOSE

This Corporation is authorized to engage in any business permitted to corporations organized under the Florida Business Corporation Act.

IV.
CAPITALIZATION

The maximum number of shares which this Corporation is authorized to have outstanding at any time is 4,000,000 shares of common stock having a par value of \$0.001 per share.

John T. O'Naghten
Fla. Bar No.: 305774
Suite 1100
2065 South Bayshore Drive
Miami, Florida 33133
(305) 285-0800

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**V.
INITIAL REGISTERED OFFICE AND AGENT**

The initial registered office of this Corporation shall be Suite 1100, 2005 South Bayshore Drive, Miami, Florida and the initial registered agent of this Corporation at such office shall be Juan T. O'Naghten, who upon accepting this designation agrees to comply with the provisions of Section 48.061, Florida Statutes, as amended from time to time, with respect to keeping an office open for service of process.

**VI.
INITIAL DIRECTORS**

The number of directors constituting the board of directors of the corporation shall be determined in accordance with the bylaws, but shall not be less than one (1). The names and addresses of the persons who are to serve as members of the initial board of directors are:

| Name | Address |
|---------------------|--|
| James E. Armstrong | 119 Hope Road Tinton Falls, New Jersey 07724 |
| George N. Bentley | 455 Wyoming Avenue Millburn, New Jersey 07041-2132 |
| Joseph G. Ferreira | 219 Mountain Avenue New Providence, New Jersey 07974-2633 |
| Patricia Trowbridge | 2506 College Road Downers Grove, Illinois 60518-1029 |

**VII.
INCORPORATOR**

The incorporator is Juan T. O'Naghten and his address is Suite 1100, 2005 South Bayshore Drive, Miami, Florida 33131.

**VIII
INDEMNIFICATION**

(a) **Right to indemnification.** Each person who was or is made a party or is threatened to be made a party to or is otherwise involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative (hereinafter a "proceeding"), by reason of the fact that he or she, or a person of whom he or she is the legal representative, is or was a director, officer or employee of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation or of a partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans (hereinafter an "indemnitee"), whether the basis of such proceeding is alleged action in an official capacity as a director, officer, employee or agent or in any other capacity while serving as a director, officer, employee

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or agent, shall be indemnified and held harmless by the Corporation to the fullest extent authorized by the Florida Business Corporation Act, as the same exists or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the Corporation to provide broader indemnification rights than such law permitted the Corporation to provide prior to such amendment), against all expenses, liability and loss (including attorneys' fees, judgments, fines, ERISA excise taxes or penalties and amounts paid in settlement) reasonably incurred or suffered by such indemnitee in connection therewith and such indemnification shall continue as to an indemnitee who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the indemnitee's heirs, executors and administrators; provided, however, that, except as provided in paragraph (b) hereof, the Corporation shall indemnify any such indemnitee in connection with a proceeding (or part thereof) initiated by such indemnitee only if such proceeding (or part thereof) was authorized by the board of Directors of the Corporation. The right to indemnification conferred in this Article shall be a contract right and shall include the right to be paid by the Corporation the expenses incurred in any such proceeding in advance of its final disposition (hereinafter an "advancement of expenses"); provided, however, that, if the Florida Business Corporation Act requires, an advancement of expenses incurred by an indemnitee in his or her capacity as a director or officer (and not in any other capacity in which services was or is rendered by such indemnitee including without limitation, service to an employee benefit plan) shall be made only upon delivery to the Corporation of an undertaking by or on behalf of such indemnitee, to repay all amounts so advanced if it shall ultimately be determined by final judicial decision from which there is no further right to appeal that such indemnitee is not entitled to be indemnified for such expenses under this Section or otherwise (hereinafter an "undertaking").

(b) **Right of Indemnitee to Bring Suit.** If a claim under paragraph (a) of this Article is not paid in full by the Corporation within sixty days after a written claim has been received by the Corporation, except in the case of a claim for an advancement of expenses, in which case the applicable period shall be ten days, the indemnitee may at any time thereafter bring suit against the Corporation to recover the unpaid amount of the claim. If successful in whole or in part in any such suit or in a suit brought by the Corporation to recover an advancement of expenses pursuant to the terms of an undertaking the indemnitee shall be entitled to be paid also the expense of prosecuting or defending such suit. In (i) any suit brought by the indemnitee to enforce a right to indemnification hereunder (but not in a suit brought by the indemnitee to enforce a right to an advancement of expenses), it shall be a defense, and (ii) any suit by the Corporation to recover an advancement of expenses pursuant to the terms of an undertaking, the Corporation shall be entitled to recover such expenses upon a final adjudication, that the indemnitee has not met the applicable standard of conduct set forth in the Florida Business Corporation Act. Neither the failure of the Corporation (including its Board of Directors, independent legal counsel, or its stockholders) to have made a determination prior to the commencement of such suit that indemnification of the indemnitee is proper in the circumstances because the indemnitee has met the applicable standard of conduct set forth in the Florida Business Corporation Act, nor an actual determination by the Corporation (including its Board of Directors, independent legal counsel, or its stockholders) that the indemnitee has not met such applicable standard of conduct, shall create a presumption that the indemnitee has not met the applicable standard of conduct, or in the case of such suit brought by the indemnitee, be a defense to such suit. In any suit brought by the indemnitee to enforce a right hereunder, or by the Corporation to recover an advancement of expenses pursuant to the terms of an undertaking, the burden of proving advancement of expenses under this Section or otherwise shall be on the Corporation.

(c) **Non-Exclusive of Rights.** The rights to indemnification and to the advancement of expenses conferred in this Article shall not be exclusive of any other right which any person may have or hereunder acquire under any statute, these Articles of Incorporation, by-law, agreement, vote of stockholders or disinterested directors or otherwise.

(d) **Insurance.** The Corporation may maintain insurance, at its expense, to protect itself and any person who is or was a director, officer, employee or agent of the Corporation, as a director, officer, employee or agent of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise against any expense, liability or loss incurred by him in any such capacity, or arising out of his status

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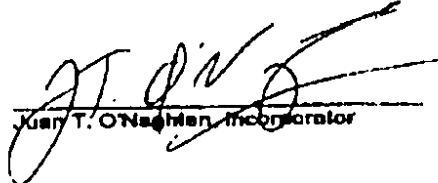
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its such, whether or not the Corporation would have the power to indemnify such other person against any expense, liability or loss under the Florida Business Corporation Act.

(e) Indemnification of Agents of the Corporation. The Corporation may, to the extent authorized from time to time by the Board of Directors, grant rights to indemnification and to the advancement of expenses, to any agent of the Corporation to the fullest extent of the provisions of the Article with respect to the indemnification and advancement of expenses of directors, officers and employees of the Corporation.

(f) Funding. The Corporation may create a trust fund, grant a security interest and/or use other means (including, without limitation, letters of credit, surety bonds and/or other similar arrangements) as well as enter into contracts providing indemnification to the full extent authorized or permitted by law and including as part thereof provisions with respect to any or all of the foregoing to ensure the payment of such amounts as may become necessary to effect indemnification as provided therein, or elsewhere.

24, 1995. In Witness Whereof, the undersigned has executed these Articles of Incorporation on August


Juan T. O'Nashien, Incorporator

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

1 The name of the Corporation is: Miami Airtel Corporation

2 The name and address of the registered agent and the registered office is: Juan T. O'Neighan,
Suite 1100, 2805 South Bayshore Drive, Miami, Florida 33133

Pursuant to Sections 46.091 and 607.0501, et seq., ~~Florida Statutes~~, the undersigned has been
named to act as the registered agent of the Corporation 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: August 24, 1995



Juan T. O'Neighan, Registered Agent

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