

P96000029817

CSC networks

PROFESSIONAL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 907008 4303929

AUTHORIZATION : Patricia Pizotti

COST LIMIT : \$ 122.50

95 APR -4 AM 10:11
SUNFLOWER HOLDING FLORIDA, INC.
GREENBERG TRAURIG HOFFMAN
LIPOFF ROSEN & QUENTEL, P. A.

ORDER DATE : April 4, 1996

ORDER TIME : 9:51 AM

ORDER NO. : 907008

600001769286

CUSTOMER NO: 4303929

CUSTOMER: Pedro A. Martin, Esq
GREENBERG TRAURIG HOFFMAN
LIPOFF ROSEN & QUENTEL, P. A.
20th Floor
1221 Brickell Avenue
Miami, FL 33131-3238

DOMESTIC FILING

NAME: SUNFLOWER HOLDING FLORIDA,
INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: JENNIFER MORAN

EXAMINER'S INITIALS:

54-5

95 APR -4 AM 11:07
DIVISION OF CORPORATION

**ARTICLES OF INCORPORATION
OF
SUNFLOWER HOLDING FLORIDA, INC.**

RECEIVED
DIVISION OF CORPORATIONS
SEP 12 - 4 AM '83

**ARTICLE I
NAME**

The name of this Corporation is **SUNFLOWER HOLDING FLORIDA, INC.** and its mailing address is c/o Greenberg, Traurig, Hoffman, Lipoff, Rosen & Quentel, P.A., 1221 Brickell Avenue, Miami, Florida 33131, Attn: Pedro A. Martin, Esq.

**ARTICLE II
NATURE OF BUSINESS**

This Corporation is being formed for the following purposes:

- a. To engage in any and all lawful business or activity permitted under the laws of the United States and the State of Florida.
- b. To generally have and exercise all powers, rights and privileges necessary and incident to carrying out properly the objects herein mentioned.
- c. To do anything and everything necessary, suitable, convenient or proper for the accomplishment of any of the purposes or the attainment of any or all of the objects hereinbefore enumerated or incidental to the purposes and powers of the corporation or which at any time appear conducive thereto or expedient.

**ARTICLE III
TERM OF EXISTENCE**

This Corporation shall have perpetual existence unless sooner dissolved in accordance with the laws of the State of Florida. The date on which corporate existence shall begin is the date on which these Articles of Incorporation are filed with the Secretary of State of the State of Florida.

ARTICLE IV
CAPITAL STOCK

This Corporation is authorized to issue 10,000.00 shares of \$.01 par value common stock, which shall be designated "Common Shares."

ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of the Corporation is c/o Greenberg, Traurig Hoffman, Lipoff, Rosen & Quentel, P.A., 1221 Brickell Avenue, Miami, Florida 33133 and the name of the initial registered agent of this Corporation is Pedro A. Martin, Esq.

ARTICLE VI
INITIAL DIRECTORS

The Corporation shall initially have one directors. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one. The names and addresses of the initial director of this Corporation is:

<u>Name</u>	<u>Address</u>
Antonio Rosales	c/o Greenberg, Traurig, Hoffman, Lipoff, Rosen & Quentel, P.A., 1221 Brickell Avenue, Miami, Florida 33131, Attn: Pedro A. Martin, Esq.

ARTICLE VII
DIRECTOR QUORUM AND VOTING

No less than a majority of the directors shall constitute a quorum for a meeting of directors. If a quorum is present, the affirmative vote of a majority of the directors present, or, if a director or directors have abstained from voting because of an interest in the matter to be voted upon, the affirmative vote of a majority of the directors present and voting, shall be the act of the Board of Directors.

ARTICLE VIII
VOTING REQUIREMENTS FOR SHAREHOLDERS

The affirmative vote of a majority of the shareholders of this Corporation entitled to vote shall be required for the authorization of any action of the shareholders of this Corporation.

ARTICLE IX
CLASSES OF DIRECTORS

The By-Laws of this Corporation may provide that the directors be divided into not more than four classes, as nearly equal in number as possible, whose terms of office shall respectively expire at different times, provided that no such term shall continue longer than four years and provided further that at least one-fifth in number of the directors shall be elected annually.

ARTICLE X
AMENDMENTS TO ARTICLES OF INCORPORATION AND BY-LAWS

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendments hereto and any right conferred upon the shareholders is subject to this reservation. Further, the power to adopt, alter, amend or repeal the By-Laws shall be vested in the Board of Directors of this Corporation.

ARTICLE XI
POWERS

This Corporation shall have all of the corporate powers enumerated in the Florida Business Corporation Act, as amended from time to time.

ARTICLE XII
DIVIDENDS

Dividends payable in shares of any class may be paid to the holders of shares of any other class.

ARTICLE XIII
INDEMNIFICATION

This corporation shall indemnify any and all of its directors, officers, employees or agents or former directors, officers, employees or agents or any person or persons who may have served at its request as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise in which it owns shares of capital stock or of which it is a creditor, to the fullest extent permitted by law. Said indemnification shall include, but not be limited to, the expenses, including the cost of any judgments, fines, settlements and counsel's fees, actually and necessarily paid or incurred in connection with any action, suit or proceedings, whether civil, criminal, administrative or investigative, and any appeals thereof, to which any such person or his legal representative may be made a party or may be threatened to be made a party, by reason of his being or having been a director, officer, employee or agent as herein provided. The foregoing right of indemnification shall not be exclusive of any other rights to which any director, officer, employee or agent may be entitled as a matter of law or which he may be lawfully granted.

ARTICLE XIV INCORPORATOR

The name and address of the person signing these Articles is:

Pedro A. Martin, Esq.

Greenberg, Traurig, Hoffman,
Lipoff, Rosen & Quentel, P.A.
1221 Brickell Avenue
Miami, Florida, 33131

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this 3rd day of April, 1996.


Pedro A. Martin, Esq.

ACKNOWLEDGMENT

STATE OF FLORIDA

COUNTY OF DADE

NOTARY PUBLIC
SEAL OF OFFICE:

) On this the 3rd day of April, 1996, before me, the
) undersigned Notary Public of the State of Florida,
) personally appeared Pedro A. Martin, Esq., and whose
name is subscribed to the within instrument, and
he acknowledges that he executed it.

WITNESS my hand and official seal.

NOTARY PUBLIC, STATE OF FLORIDA

Print or Type Name of Notary Public

My Commission Expires:

___ Personally known to me, or
___ Produced identification: Drivers' License

**CERTIFICATE DESIGNATING THE ADDRESS
AND AN AGENT UPON WHOM PROCESS MAY BE SERVED**

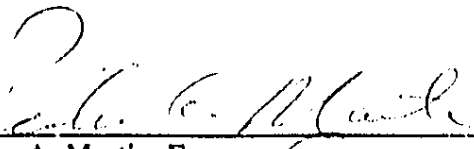
W I T N E S S E T H

That **SUNFLOWER HOLDING FLORIDA, INC.**, desiring to organize under the laws of the State of Florida, has named **Pedro A. Martin, Esq., Greenberg, Traurig, Hoffman, Lipoff, Rosen & Quentel, P.A.**, 1221 Brickell Avenue, Miami, Florida 33131, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 607.0505, Florida Statutes.

Dated this 3rd day of April, 1996.



Pedro A. Martin, Esq.
Registered Agent

01/11/96 11:41 AM - 11/04/01/96

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 APR -4 AM 10:11

P96000029817

1201 HAYS STREET
TALLAHASSEE, FL 32301
(904) 222-7777
(904) 222-1911 FAX

800-344-8800



PROFESSIONAL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 0721000000032

REFERENCE : 913405 4303929

AUTHORIZATION : Patricia Pizet

COST LIMIT : \$ 35.00

ORDER DATE : April 10, 1996

ORDER TIME : 9:30 AM

ORDER NO. : 913405

CUSTOMER NO: 4303929

CUSTOMER: Ms. Martha R. Dearmas
Greenberg Traurig Hoffman
20th Floor
1221 Brickell Avenue
Miami, FL 33131-3238

FILED
56 APR 10 AM 11:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
70000 775187

DOMESTIC AMENDMENT FILING

NAME: SUNFLOWER HOLDING FLORIDA,
INC.

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Victoria L. Perez

EXAMINER'S INITIALS:

RECEIVED
56 APR 10 AM 10:30
DIVISION OF CORPORATION

[Handwritten signature]
4-10

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
SUNFLOWER HOLDING FLORIDA, INC.**

Pursuant to the provisions of Section 607.1006 of the Florida Business Corporation Act (the "Act"), the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of the corporation is **SUNFLOWER HOLDING FLORIDA, INC.** (the "Corporation"), Charter #P96000029817, filed on April 4, 1996.

2. The following Amendment to the Articles of Incorporation was adopted by the Incorporator of the Corporation on April 9, 1996 in the manner prescribed by Section 607.1005 of the Act. Shareholder action was not required.

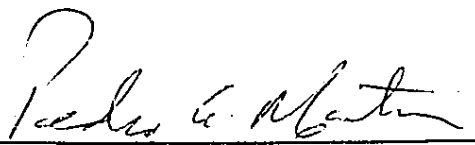
RESOLVED, that Article I of the Corporation's Articles of Incorporation shall be amended in its entirety to read as follows:

ARTICLE I

The new name of the Corporation is **MIAMI INTERNATIONAL LINK, INC.** (the "Corporation") replacing the name of **SUNFLOWER HOLDING FLORIDA, INC.**

3. Except as hereby amended, the Articles of Incorporation of the Corporation shall remain the same.

IN WITNESS WHEREOF, the undersigned being the Incorporator of the Corporation, has executed these Articles of Amendment to Articles of Incorporation of Sunflower Holding Florida, Inc. this 9th day of April, 1996.



Pedro A. Martin, Incorporator