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DANIEL & KATZ, L.L.C.

P.O. BOX 507 • 130 S.W. 11th ROAD • SUITE 160 • BRICKENRIEDGE, OHIO 44024  
TELEPHONE (970) 453-1670 • FAX (970) 453-6267

ROYAL DANIEL III  
JIM BETH KATZ  
—  
THOMAS B. LOUDERBACK

LYNN M. SKOLLEN  
OF COUNSEL

June 19, 1996

Florida Department of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, FL 32314

500001875585  
-06/25/96--01003--008  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

*Re: Incorporation of Lear 31A-1, Inc.*


To whom it may concern:

600001883956  
-07/10/96--01078--025  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Please accept the enclosed articles of incorporation for Lear 31A-1. I have enclosed an original and one copy, along with a check for \$35.00 and a self-addressed stamped envelope for the return of the stamped copy.

Thank you for your help. If you need additional information, please call.

Sincerely,  
DANIEL & KATZ, L.L.C.

By:   
Thomas B. Louderback  
Attorneys for Lear 31A-1

FILED  
95 JUN 26 PM 12:23  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Rmc  
6/26/96

Need additional fee

## DANIEL & KATZ, L.L.C.

P.O. Box 507 • 130 SKI HILL ROAD • SUITE 100 • BRICKENRIDGE, OHIO 44024  
TELEPHONE (970) 453-1620 • FAX (970) 453-6267

ROYAL DANIEL, III  
JERI DEEH KATZ

THOMAS B. LOUDERBACK

LYNN M. SIKOLJA  
OF COUNSEL

June 28, 1996

Ms. Doris McDuffie  
Office of Florida Secretary of State  
P.O. Box 6327  
Tallahassee, FL 32314

*Re: Incorporation of Lear 31A-1, Inc.*

Dear Ms. McDuffie:

Please find enclosed a check for \$35.00 to cover the remaining cost of incorporating Lear 31A-1, Inc.  
Thank you for your help.

Sincerely,  
DANIEL & KATZ, L.L.C.

By:   
Thomas B. Louderback

enclosure

**ARTICLES OF INCORPORATION**  
**Lear 31A-1, Inc.**

**FILED**

96 JUN 26 PM 12:23

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation pursuant to the Florida General Corporation Act, hereby adopts the following Articles of Incorporation:

**ARTICLE I: NAME**

The name of the corporation is **Lear 31A-1** (hereafter referred to as the "Corporation"). The principal place of business of the Corporation shall be 5757 Blue Lagoon Drive, Suite 400, Miami, FL 33126.

**ARTICLE II: NATURE OF BUSINESS**

The general nature of the business and the objects and purposes proposed to be transacted and carried on are to do any and all activities or business permitted under the law of the United States and the State of Florida, as fully and to the same extent as a natural person might or could do.

**ARTICLE III: SHARES**

The aggregate number of shares which the Corporation shall have authority to issue is 100 shares of common stock at a par value of \$10.00 each.

**ARTICLE IV: TERM OF EXISTENCE**

The Corporation is to exist perpetually.

**ARTICLE V: DIRECTOR AND SHAREHOLDER**

The Corporation will have, initially, one shareholder. The name and street address of the initial officer and director, who will hold office for the first year of the Corporation's existence or until successors are elected, is as follows:

Antonio Celso Cipriani  
5757 Blue Lagoon Drive, Suite 400  
Miami, FL 33126

**ARTICLE VI: INCORPORATOR**

The name and street address of the incorporator to these articles of incorporation is:

Thomas B. Louderback  
Daniel & Katz, L.L.C.  
P.O. Box 567, 130 Ski Hill Rd, Suite 160  
Breckenridge, CO 80424

**ARTICLE VII: REGISTERED AGENT**

The name and street address of the registered agent of the Corporation is:

CT Corporation System  
1200 South Pine Island Road  
Plantation FL 33324

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this May 24, 1996.

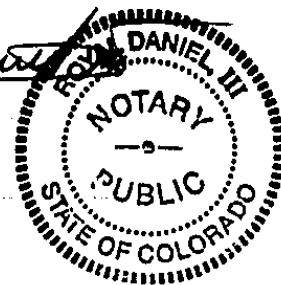
  
Thomas B. Louderback  
Incorporator

STATE OF COLORADO :  
COUNTY OF SUMMIT : ss

The foregoing instrument was acknowledged and sworn to before me this May 24, 1996 by Thomas B. Louderback.

  
Notary Public

My Commission Expires: DECEMBER 16, 1998



**CERTIFICATE DESIGNATING  
REGISTERED AGENT / REGISTERED OFFICE**

**FILED**

96 JUN 26 PM 12:23

Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

1. The name of the Corporation is: Lear 31A-1, Inc.
2. The name and address of the registered agent and office is:

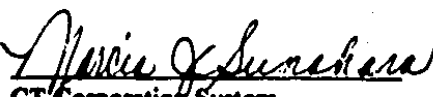
CT Corporation System  
1200 South Pine Island Road  
Plantation FL 33324

DATED this 6/5 1996.

  
Antonio Celso Cipriani  
Initial Officer and Director

Having been named to accept service of process for the above-named 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 607.325 of the Florida Statutes.

DATED this May 31, 1996.

  
CT Corporation System  
Registered Agent  
Marcia J. Sunahara  
Assistant Vice President