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October 9, 1996

Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

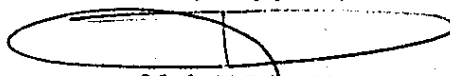
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-10/15/96--01014--094  
\*\*\*\*122.50 \*\*\*\*122.50

Re: Wings Over Miami, Inc.

Dear Sir or Madam:

Please find enclosed an original and one copy of the Articles of Incorporation for the above referenced corporation along with the filing fee of \$122.50. Please file the articles and forward a file stamped copy to the address listed in the articles.

Very truly yours,

  
Mark A. Schneider

MAS:lm  
Enclosures  
c:\wpdocs\mas\corp\corp.ltl

1096-21970

FILED  
95 NOV -5 AM 8:59  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

: 102 NOV - 5 1996



**FLORIDA DEPARTMENT OF STATE**  
**Sandra B. Mortham**  
Secretary of State

October 16, 1996

MARK A. SCHNEIDER, ESQ.  
21 S.E. FIRST AVE., SUITE 810  
MIAMI, FL 33131

SUBJECT: WINGS OVER MIAMI, INC.  
Ref. Number: W96000021970

We have received your document for WINGS OVER MIAMI, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6928.

Agnes Lunt  
Corporate Specialist

Letter Number: 896A00047431

**ARTICLES OF INCORPORATION  
OF  
WINGS OVER MIAMI, INC.**

**FILED**  
96 NOV -5 AM 8:59  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I - NAME AND ADDRESS**

The name of this corporation is Wings Over Miami, Inc. The address of the principal office and the mailing address of this corporation is 15383 S.W. 77th Lane, Miami, FL 33193.

**ARTICLE II - PURPOSE**

This corporation is organized for the purpose of transacting any and all lawful business.

**ARTICLE III - CAPITAL STOCK**

The aggregate number of shares which this corporation shall have authority to issue is One Thousand (1,000) shares of common stock, all of which are to have a par value of One Cent (\$.01) per share. The Board of Directors shall fix the consideration to be received for each share. Such consideration shall consist of any tangible or intangible property or benefit to this corporation, including cash, promissory notes, services performed or written promises to perform services and shall have a value, in the judgment of the directors, equivalent to or greater than the full par value of the shares.

#### ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation and the name of the initial registered agent of this corporation at such office is:

Name

Address

Mark A. Schneider, P.A.      21 S.E. First Avenue, Suite 810, Miami, FL 33131

#### ARTICLE V - COMMENCEMENT

This corporation shall commence on the date on which these Articles of Incorporation are filed with the Secretary of State.

#### ARTICLE VI - INITIAL BOARD OF DIRECTORS

The initial Board of Directors of this corporation shall be comprised of one person. The number of directors may be increased and thereafter either increased or decreased from time to time as provided for in the Bylaws of this corporation, but shall never be less than one. The names and addresses of the members of the initial Board of Directors of this corporation are:

Name

Address

Allison M. Hunte - President	15383 S.W. 77th Lane, Miami, FL 33193
Allison M. Hunte - Vice President	15383 S.W. 77th Lane, Miami, FL 33193
Allison M. Hunte - Secretary	15383 S.W. 77th Lane, Miami, FL 33193
Allison M. Hunte - Treasurer	15383 S.W. 77th Lane, Miami, FL 33193

#### ARTICLE VII - INCORPORATOR

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

Name	Address
Mark A. Schneider	21 S.E. First Avenue, Suite 810, Miami, FL 33131

#### ARTICLE VIII - BYLAWS

The power to alter, amend or repeal the Bylaws shall be vested in each of the Board of Directors and the shareholders of this corporation.

#### ARTICLE IX - INDEMNIFICATION

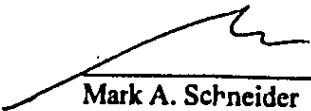
This corporation shall indemnify any officer or director, or any former officer or director of this corporation, to the fullest extent permitted by law.

#### ARTICLE X - AMENDMENT

This corporation reserves to its shareholders the right to amend or repeal any provisions now or hereafter contained in these Articles of Incorporation. Any rights which these Articles

may confer upon this corporation may be modified or canceled by a vote of the shareholders to amend or repeal said Articles.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on this 30<sup>th</sup> day of October, 1996.

  
Mark A. Schneider  
Incorporator

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

I HEREBY ACCEPT the appointment as registered agent contained in the foregoing Articles of Incorporation and state that I am familiar with and accept the obligations of Section 607.0501 of the Florida Statutes.

  
Mark A. Schneider  
Registered Agent

FILED  
96 NOV -5 PM 8:59  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

### ACKNOWLEDGMENT

STATE OF FLORIDA     )  
                              ) SS:  
COUNTY OF DADE     )

The foregoing instrument was acknowledged before me this 30<sup>th</sup> day of October, 1996 by Mark A. Schneider, as Subscriber of Wings Over Miami, Inc., a Florida corporation on behalf of the corporation. He is personally known to me or has produced a driver's license as identification and did not take an oath.

Lori A. Mazy  
Notary Public, State of Florida  
LORI A. MAZY  
Printed Notary's Name  
My Commission Expires:

