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KIRKPATRICK & LOCKHART LLP

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FILED  
97 NOV 14 AM 9:55  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

November 12, 1997

Secretary of State of Florida/Corporations Division  
Post Office Box 6327  
Tallahassee, Florida 32301

900002347299--7  
-11/14/97--01049--011  
\*\*\*\*\$12.50 \*\*\*\*\$122.50

Re: Proposed Florida Corporations

Ladies and Gentlemen:

Enclosed are Articles of Incorporation, in duplicate, prepared for the following proposed Florida corporations:

Miami International Airport Associates, Inc.  
Miami Air Ventures, Inc.  
Miami International Ventures No. 1, Inc.  
Miami International Ventures No. 2, Inc.  
Miami International Ventures No. 3, Inc.

Also enclosed is our check in the amount of \$612.50 in payment of the filing fees for each corporation. Please return the certified copies of these Articles to me. Thank you for your cooperation with this matter.

Sincerely,



Jan E. Blanck,  
Lawyer's Assistant to Gary M. Carman

cc: Gary M. Carman, Esq.

MI-51075.01

P. Hall  
Nov 18 1997

**ARTICLES OF INCORPORATION**

**OF**

**MIAMI INTERNATIONAL VENTURES NO. 2, INC.**

**FILED**

**97 NOV 14 AM 9:55**

**SECRETARY OF STATE  
TALLAHASSEE, FLORIDA**

The undersigned, acting as incorporator of Miami International Ventures No. 2, Inc., under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

**ARTICLE I**

**NAME**

The name of the corporation (the "Corporation") is Miami International Ventures No. 2, Inc.

**ARTICLE II**

**ADDRESS**

The street address of this Corporation shall be c/o Kirkpatrick & Lockhart LLP, 201 South Biscayne Boulevard, 20<sup>th</sup> Floor, Miami, Florida 33131.

**ARTICLE III**

**DURATION**

The duration of the Corporation shall be perpetual.

**ARTICLE IV**

**PURPOSE**

The purpose of the Corporation shall be to engage in any and all activities permitted by the laws of the State of Florida.

**ARTICLE V**

**CAPITAL STOCK**

The maximum number of shares of stock which this Corporation is authorized to issue is 10,000 shares of common stock having a par value of \$0.01 per share.

**ARTICLE VI**

**REGISTERED OFFICE AND AGENT**

The street address of the Corporation's registered office shall be c/o Kirkpatrick & Lockhart LLP, 201 South Biscayne Boulevard, 20<sup>th</sup> Floor, Miami, Florida 33131 and the registered agent for the Corporation at that address shall be Gary M. Carman.

**ARTICLE VII**

**INCORPORATOR**

The name and street address of the incorporator to these Articles of Incorporation are:

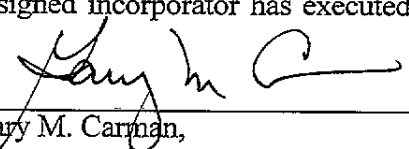
Name

Address

Gary M. Carman

c/o Kirkpatrick & Lockhart LLP  
20<sup>th</sup> Floor  
201 South Biscayne Boulevard  
Miami, Florida 33131

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 10 day of November, 1997.

  
\_\_\_\_\_  
Gary M. Carman,  
Incorporator

**CERTIFICATE OF REGISTERED AGENT**

**FILED**

**OF**

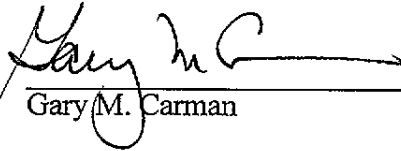
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**MIAMI INTERNATIONAL VENTURES NO. 2, INC.**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Having been named to accept service of process for Miami International Ventures No. 2, Inc. at the place designated in the foregoing Articles of Incorporation, Gary M. Carman agrees to act in this capacity and is familiar with and accepts the obligations provided in Section 607.0505 of the Florida Business Corporation Act.

**DATE: November 10, 1997**

A handwritten signature in cursive script, appearing to read "Gary M. Carman", is written over a horizontal line.

Gary M. Carman