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KIRKPATRICK & LOCKHART LLP

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MIAMI, FLORIDA 33131-2399

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

JAN E. BLANCK
(305) 539-3364
BLANCKJE@KL.COM

November 12, 1997

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

100002347301--9

-11/14/97--01049--011

****\$12.50 ****\$122.50

Re: Proposed Florida Corporations

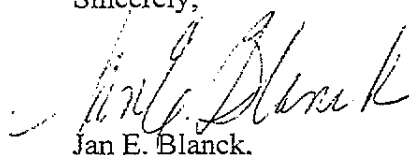
Ladies and Gentlemen:

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

ARTICLES OF INCORPORATION

OF

MIAMI INTERNATIONAL VENTURES NO. 3, INC.

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**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

The undersigned, acting as incorporator of Miami International Ventures No. 3, 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. 3, Inc.

ARTICLE II

ADDRESS

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

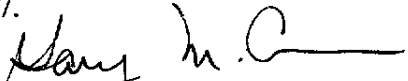
ARTICLE VII

INCORPORATOR

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

<u>Name</u>	<u>Address</u>
Gary M. Carman	c/o Kirkpatrick & Lockhart LLP 20 th 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
OF
MIAMI INTERNATIONAL VENTURES NO. 3, INC.

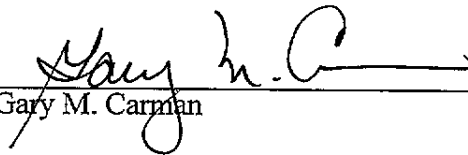
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named to accept service of process for Miami International Ventures No. 3, 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



Gary M. Carman