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((H9800009221 6))

TO: DIVISION OF CORPORATIONS

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FROM: FAS-T CORP. AGENTS, INC.
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NAME: MIAMI HOMESTEAD INTERNATIONAL AIRPORT, INC.

AUDIT NUMBER.....H9800009221

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 6

CERT. COPIES.....1

DEL.METHOD.. FAX

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**ARTICLES OF INCORPORATION
OF
MIAMI HOMESTEAD INTERNATIONAL AIRPORT, INC.**

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TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of **MIAMI HOMESTEAD INTERNATIONAL AIRPORT, INC.**, under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I. NAME

The name of the corporation is:

MIAMI HOMESTEAD INTERNATIONAL AIRPORT, INC.

and the principal place of business is:

2900 West 84th Street
Hialeah, FL 33016

ARTICLE II. COMMENCEMENT OF EXISTENCE

The existence of the corporation will commence on the date of filing of these Articles of Incorporation.

ARTICLE III. PURPOSE

This corporation is formed for the purpose of engaging in the development, reconstruction and

Audit No.:
Prepared by: Ramon E. Rusco
5200 Blue Lagoon Drive, Suite 700
Miami, Florida 33126
(305) 261-0500
Bar No.: 224707

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operation of the Homestead Air Reserve Base in Homestead, Florida and in all businesses incidental thereto and may engage in any activity or business permitted under the laws of the United States and Florida.

ARTICLE IV. AUTHORIZED SHARES

The maximum number of shares that the corporation is authorized to have outstanding at any time is 100,000,000 shares of common stock having a par value of \$0.01 per share. The consideration to be paid for each share shall be fixed by the board of directors and may be paid in whole or in part in cash or other property, tangible or intangible, or in labor or services actually performed for the corporation, with a value, in the judgment of the directors, equivalent to or greater than the full par value of the shares.

ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 5200 Blue Lagoon Drive, Suite 700, Miami, FL 33126 and the name of the corporation's initial registered agent at that address is Miami Corporate Systems, Inc.

ARTICLE VI. INITIAL BOARD OF DIRECTORS

The corporation shall have eight (8) directors initially. The number of directors may be

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increased from time to time, as provided in the bylaws, but shall never be less than one. The names and street addresses of the initial directors are:

PEDRO ADRIAN
2460 SW 137 Avenue, Suite 238
Miami, Florida 33175

OLABODE A. AJAGBE
3875 NW 82 Avenue, Suite 306
Miami, Florida 33166

CARLOS HERRERA, JR.
2900 West 84 Street
Hialeah, Florida 33016

RICHARD JUDY
5757 NW 11 Street, Suite 160
Miami, Florida 33126

JUAN C. MAS
10441 SW 187 Street
Miami, Florida

MARIO REPETTO
1701 Belle Haven Road
Alexandria, VA 22307

JOSE MANUEL ROMERO, JR.
26140 S. Dixie Highway
Naranja, Florida 33032

CLAYTON RUDD
340 Sunset Drive
Ft. Lauderdale, Florida 33301

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ARTICLE VII. INCORPORATOR

The name and street address of the incorporator is:

RAMON E. RASCO, ESQ.

5200 Blue Lagoon Drive
Suite 700
Miami, Florida 33126

ARTICLE VIII. BYLAWS

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors and the shareholders, except that the board of directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

ARTICLE IX. AMENDMENTS

The corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation. These Articles may be amended prior to the issuance of shares of the corporation by the unanimous approval or consent of the board of directors. Thereafter, every amendment shall be approved by the board of directors, proposed by them to the shareholders, and approved at a shareholders' meeting by the holders of a majority of the shares entitled to vote on the matter or in such other manner as may be provided by law.

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IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of
Incorporation this 14th day of May, 1998.



RAMON E. RASCO

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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for **MIAMI HOMESTEAD INTERNATIONAL AIRPORT, INC.** in the foregoing Articles of Incorporation, we hereby agree to accept service of process for said corporation and to comply with any and all statutes relative to the complete and proper performance of the duties of registered agent.

MIAMI CORPORATE SYSTEMS, INC.

By: 

Ramon E. Rasco, President

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