18000044320

5/15/98

FLORIDA DIVISION OF CORPORATIONS PUBLIC ACCESS SYSTEM ELECTRONIC FILING COVER SHEET

12:43 PM

(((H98000009222 4)))

DIVISION OF CORPORATIONS TO:

FAX #: (850)922-4001

FROM: FAS-T CORP. AGENTS, INC.

ACCT#: 071001002335

CONTACT: LIDIA FERNANDEZ PHONE: (305)599-0839

FAX #: (305)716-0346

NAME: MIAMI DADE INTERNATIONAL AIRPORT, INC.

AUDIT NUMBER..... H98000009222

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

CERT. OF STATUS..0

PASES..... 6

CERT, COPIES.....1

DEL.METHOD.. FAX EST.CHARGE.. \$122.50

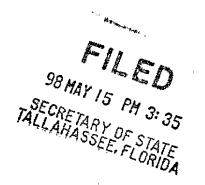
NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX

AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

** ENTER 'M' FOR MENU. **

BR 5/15/98

ARTICLES OF INCORPORATION



OF

MIAMI DADE INTERNATIONAL AIRPORT, INC.

The undersigned, acting as incorporator of MIAMI DADE 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 DADE INTERNATIONAL AIRPORT, INC.

and the principal place of business is:

2900 West 84th Street Hisleah, 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 IIL PURPOSE

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

Audit No.:

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

H98000009222

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

Audit No.: H98000009222

2

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, Lauderdalo, Florida 33301

Audit No.: H98000009222

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator is:

RAMONE. RASCO, ESQ.

5200 Hiue Lagoon Drive Suite 700

Miami, Florida 33126

ARTICLE VIIL 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.

Audit No.: H98000009222

4

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of

Incorporation this day of May, 1998.

RAMONE RASCO

Audit No.: H98000009222

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for MIAMI DADE 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.

Ramon E. Rasco, President

habdilmiami dede art

98 MAY 15 PM 3: 35
SECRETARY OF STATE A

Audit No.: H98000009222