

06/21/2013

Division of Corporations

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Florida Department of State
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**FLORIDA PROFIT/NON PROFIT CORPORATION
MEM INVESTMENTS CORP.**

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**ARTICLES OF INCORPORATION
OF
MEM INVESTMENTS CORP.**

ARTICLE I

The name of this corporation is **MEM INVESTMENTS CORP.** (the "Corporation").

ARTICLE II

The purpose for which the Corporation is formed is to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act (the "Act").

ARTICLE III

The address of the principal office and the mailing address of the office of the Corporation is c/o Erika Litvak, Esq., Greenberg Traurig, P.A., 333 S.E. 2nd Avenue, Miami, FL 33131.

ARTICLE IV

The Corporation shall have authority to issue One Thousand (1,000) shares of Common Stock having a par value of \$0.01 per share.

ARTICLE V

The street address of the Corporation's initial registered office is 1200 S. Pine Island Road, Plantation, FL 33324, and the name of its initial registered agent at such office is CT Corporation System.

ARTICLE VI

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws, who will serve as the Corporation's director until a successor has been duly elected and qualified. The names of the initial directors of the Corporation are Eduardo Francisco Solorzano Morales and Marielos del Socorro Roa Salinas.

ARTICLE VII

A director or officer of the Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duty as a director or officer, except

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for liability (i) for any breach of the director's or officer's duty of loyalty to the Corporation or its shareholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 607.0834 of the Act as the same exists or hereafter may be amended, (iv) for violation of a criminal law, unless the director or officer had reasonable cause to believe his or her conduct was lawful or had no reasonable cause to believe his or her conduct was unlawful or (v) for any transaction from which the director or officer derived an improper personal benefit.

The Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

ARTICLE VIII

The name of the Incorporator is Lourdes Cambo, and the address of the Incorporator is c/o Greenberg Traurig, P.A., 333 Avenue of the Americas, Suite 4400, Miami, Florida 33131.

IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 21st day of June, 2013.



Lourdes Cambo
Incorporator

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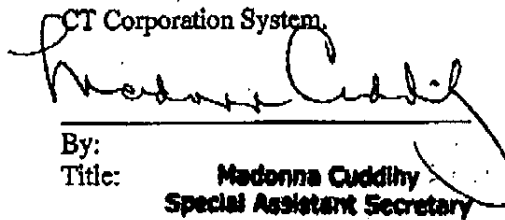
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ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of MEM INVESTMENTS CORP. hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes Section 607.0505.

CT Corporation System

By: _____
Title: **Madonna Cuddihy**
Special Assistant Secretary

Dated: June 21, 2013.

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