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CAPITAL CONNECTION

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**FLORIDA PROFIT/NON PROFIT CORPORATION**  
**DOMINICAN REPUBLIC TOURISM BOARD MIAMI, INC.**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**

**OF**

**DOMINICAN REPUBLIC TOURISM BOARD MIAMI, INC.**

The undersigned incorporator, for the purpose of forming a corporation not for profit under the Florida Not for Profit Corporation Act, hereby adopts the following Articles of Incorporation.

**ARTICLE I: NAME**

The name of this Corporation is: DOMINICAN REPUBLIC TOURISM BOARD MIAMI, INC.

**ARTICLE II: PRINCIPAL OFFICE**

The street address of the initial principal office is:

848 Brickell Avenue, Suite 747  
Miami, Florida 33131

The mailing address of this Corporation is:

848 Brickell Avenue, Suite 747  
Miami, Florida 33131

**ARTICLE III: PURPOSE**

The purpose of the Corporation is to increase tourism for the Dominican Republic, and to otherwise exercise powers which a corporation not for profit may legally exercise under the laws of the State of Florida.

**ARTICLE IV: ELECTION OF DIRECTORS**

The manner in which the directors are elected or appointed shall be as stated in the By-Laws.

**ARTICLE V: INITIAL REGISTERED AGENT AND ADDRESS**

The name and street address of the initial registered agent of the Corporation is:

David E. Sacks  
Pathman Lewis, LLP  
One Biscayne Tower, Suite 2400  
2 South Biscayne Blvd.  
Miami, FL 33131

**ARTICLE VI: INCORPORATOR**

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

David E. Sacks  
Pathman Lewis, LLP  
One Biscayne Tower, Suite 2400  
2 South Biscayne Blvd.  
Miami, FL 33131

**ARTICLE VII: OFFICERS**

The affairs of the Association shall be administered by the officers holding the offices designated in the By-Laws. The officers shall be elected by the Board of Directors of the Association at its first meeting following the annual meeting of the members of the Association and shall serve at the pleasure of the Board of Directors. The By-Laws may provide for the removal from office of officers, for filling vacancies and for the duties and qualifications of the officers. The names and addresses of the officers who shall serve until their successors are designated by the Board of Directors are as follows:

President:

Address:

Francisco Javier Garcia Fernandez

848 Brickell Avenue, Suite 747  
Miami, Florida 33131

Vice President

848 Brickell Avenue, Suite 747  
Miami, Florida 33131

**ARTICLE VIII: DIRECTORS**

The property, business and affairs of the Association shall be managed by a board consisting of the number of directors determined in the manner provided by the By-Laws, but which shall consist of not less than three (3) directors. Directors need not be members

of the Association.

Directors of the Association shall be elected at the annual meeting of the members in the manner determined by and subject to the qualifications set forth in the By-Laws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the By-Laws.

The names and addresses of the members of the first Board of Directors who shall hold office until their successors are elected and have taken office, as provided in the By-Laws, are as follows:

Wendy Justo

848 Brickell Avenue, Suite 747  
Miami, Florida 33131

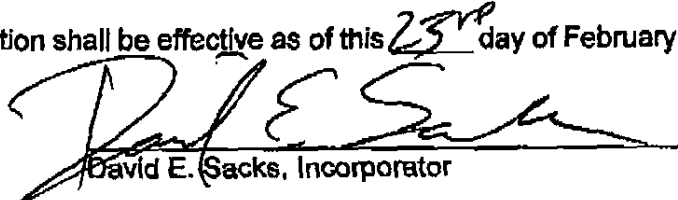
Francisco Javier Garcia Fernandez

848 Brickell Avenue, Suite 747  
Miami, Florida 33131

#### **ARTICLE IX: GENERAL PROVISIONS**

The Corporation shall indemnify each director and officer of the Corporation against all or any portion of any expenses reasonably incurred by him in connection with or arising out of any action, suit or proceeding in which he may be involved, by reason of his being or having been an officer or director of the Corporation (whether or not he continues to be an officer or director at the time of incurring such expenses), to the full extent permitted by and subject only to the limitations and provisions of the laws of the State of Florida and laws of the United States. This provision shall be in addition to any other rights to which those indemnified may be entitled under the By-Laws or otherwise, both as to action in his official capacity and is to continue as to any person who has ceased to be a director or officer, and shall inure to the benefit of the heirs, executors and administrators of such a person.

These Articles of Incorporation shall be effective as of this 23<sup>rd</sup> day of February, 2011.

  
David E. Sacks, Incorporator

**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE**

The Corporation mentioned below, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the Corporation is: DOMINICAN REPUBLIC TOURISM BOARD MIAMI, INC., a not for profit corporation
2. The name and address of the registered agent is:


David E. Sacks  
Pathman Lewis, LLP  
One Biscayne Tower, Suite 2400  
2 South Biscayne Blvd.  
Miami, FL 33131

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HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

  
David E. Sacks

Dated: February 23<sup>rd</sup>, 2011