

Division of Corporations

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## Florida Department of State

Division of Corporations

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# RESUBMIT

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Division of Corporations  
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From:

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Account Number : I20000000195  
Phone : (850)521-1000  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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## FLORIDA PROFIT CORPORATION OR P.A.

### R&G HOLDINGS CORPORATION

DEC 19 2001

Certificate of Status	0
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ARTICLES OF INCORPORATION OF  
R&G ACQUISITION HOLDINGS CORPORATION

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**Article 1. Name.** The name of the corporation is R&G Acquisition Holdings Corporation (hereinafter referred to as the "Corporation")

**Article 2. Initial Principal Office.** The street address and mailing address of the initial principal office of the Corporation is R&G Plaza, 280 Jesús T. Piñero Ave., Hato Rey, San Juan, Puerto Rico 00918.

**Article 3. Capital Stock.** The total number of shares the Corporation is authorized to issue is 1,000 shares of common stock, no par value per share (the "Common Stock").

**Article 4. Preemptive Rights.** The stockholders of the Corporation do not have preemptive rights to acquire additional or treasury shares of the Corporation.

**Article 5. Registered Office and Registered Agent.** The address of the registered office of the Corporation in the State of Florida is 1201 Hays Street, Tallahassee, Florida 32301-2607. The name of the registered agent at such address is the Corporation Service Company.

**Article 6. Incorporator.** The name and address of the sole incorporator is as follows:

Norman B. Antin, Esq., Kelley Drye & Warren LLP, 8000 Towers Crescent Drive, Suite 1200, Vienna, VA 22182.

**Article 7. Directors.** The business and affairs of the Corporation shall be managed by or under the direction of a Board of Directors. The number of directors shall be determined as stated in the Corporation's Bylaws, as may be amended from time to time.

**A. Initial Directors.** The name and mailing address of each person who is to serve as a director until the first annual meeting of the stockholders or until a successor is elected and qualified, is as follows:

<u>NAME</u>	<u>OFFICE</u>
Víctor J. Galán	280 Jesús T. Piñero Avenue Hato Rey, San Juan, Puerto Rico 00918
Rámon Prats	280 Jesús T. Piñero Avenue Hato Rey, San Juan, Puerto Rico 00918
Joseph Sandoval	280 Jesús T. Piñero Avenue Hato Rey, San Juan, Puerto Rico 00918

**B. Terms.** Each director shall be elected annually for a term of one year and until his successor is elected and qualified.

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**C. Vacancies.** Any vacancy occurring in the Board of Directors, including any vacancy created by reason of an increase in the number of directors, may be filled by a majority vote of the directors then in office, whether or not a quorum is present, or by a sole remaining director. Any director so chosen shall hold office for the remainder of the term and until such director's successor shall have been elected and qualified.

**D. Removal.** Any director (including persons elected by directors to fill vacancies in the Board of Directors) may be removed from office only with cause by an affirmative vote of not less than a majority of the votes eligible to be cast by stockholders at a duly constituted meeting of stockholders called expressly for such purpose.

**Article 8. Nature of Business.** The purpose of the Corporation is to engage in any lawful act or activity for which a corporation may be organized under the Florida Business Corporation Act.

**Article 9. Duration.** The Corporation shall have perpetual existence.

**Article 10. Meetings of Stockholders and Bylaws.**

**A. Meeting of Stockholders.** Any action required by the Florida Business Corporation Act to be taken at any annual or special meetings of stockholders, and any action which may be taken at any annual or special meetings of stockholders, may be taken without a meeting, without prior notice and without a vote of such stockholders, if a consent or consents in writing, setting forth the action so taken shall be signed by all of the holders of the Common Stock of the Corporation. Special meetings of the stockholders may be called only by the Board of Directors pursuant to a resolution approved by the affirmative vote of a majority of the directors then in office.

**B. Bylaws.** The Board of Directors or stockholders may adopt, alter, amend or repeal the Bylaws of the Corporation. Such action by the Board of Directors shall require the affirmative vote of a majority of the directors then in office at regular or special meetings of the Board of Directors. Such action by the stockholders shall require the affirmative vote of at least a majority of the total votes eligible to be cast by stockholders at a duly constituted meeting of stockholders called expressly for such purpose.

**Article 11. Control-Share Acquisitions.** The Corporation elects not to be governed by Florida Statutes section 607.0902, as amended, relating to control-share acquisitions.

**Article 12. Affiliated Transactions.** The Corporation elects not to be governed by Florida Statutes section 607.0901, as amended, relating to affiliated transactions.

**Article 13. Liability of Directors and Officers; Indemnification.** The personal liability of the directors and officers of the Corporation for monetary damages shall be eliminated to the fullest extent permitted by the Florida Business Corporation Act as it exists on the effective date of these Articles of Incorporation or as such law may be thereafter in effect. The directors and officers of the Corporation shall be indemnified by the Corporation to the fullest extent permitted by the Florida Business Corporation Act. No amendment, modification or repeal of this Article 13 shall adversely affect the rights provided hereby with respect to any

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claim, issue or matter in any proceeding that is based in any respect on any alleged action or failure to act prior to such amendment, modification or repeal.

**Article 14. Amendment.** The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by law, and all rights conferred upon stockholders herein are granted subject to this reservation. No amendment, addition, alteration, change or repeal of these Articles of Incorporation shall be made unless it is first approved by the Board of Directors of the Corporation pursuant to a resolution adopted by the affirmative vote of a majority of the directors then in office, and thereafter is approved by the holders of a majority of the shares of the Corporation entitled to vote generally in an election of directors, voting together as a single class.

**Article 15. Effective Date.** The effective date of these Articles of Incorporation shall be the 18<sup>th</sup> day of December, 2001.

NOW THEREFORE, the undersigned executed these Articles of Incorporation this 18<sup>th</sup> day of December, 2001.



Norman B. Antin, Esq.  
Incorporator

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ACCEPTANCE OF REGISTERED AGENT

Pursuant to the provisions of Section 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the law of the State of Florida submits the following statement in designating the registered agent, in the State of Florida.

Name of the Corporation:  
R&G ACQUISITION HOLDINGS CORPORATION

Name and address of the registered agent and office is:

Corporation Service Company  
1201 Hays Street  
Tallahassee, Florida 32301

Having been named as registered agent and to accept service of process for the above state corporation at the place designated in this acceptance, 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 property and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Deborah D. Skipper  
(signature)

Deborah D. Skipper  
Asst. V. Pres.  
(printed name and title)

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