

PO7000062543

https://e...org/scripts/enr/ovr.exe

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H07000141245 3)))



H070001412453ABCV

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To: Division of Corporations
Fax Number : (850) 205-0381

From: Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 634-3694
Fax Number : (305) 633-9696

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

07 MAY 24 PM 2:53

FILED

FLORIDA PROFIT/NON PROFIT CORPORATION

d group acquisition seven (fl), inc.

Certificate of Status	0
Certified Copy	1
Page Count	06
Estimated Charge	\$78.75

Electronic Filing Menu

Corporate Filing Menu

Help

FILED
H070000141245
07 MAY 2007 PM 2:53

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
D GROUP ACQUISITION SEVEN (FL), INC.**

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation is: D Group Acquisition Seven (FL), Inc.

ARTICLE II - NATURE OF BUSINESS

This corporation may engage in any activity of business permitted under the laws of the United States, any State, or any foreign country.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 3,000 shares of Common Stock with a par value of \$0.01 per share.

All the aforementioned stock is to be issued as fully paid for and exempt from assessment.

The capital stock may be paid for in money, property, labor or services, at a just valuation to be fixed by the Directors.

ARTICLE IV - TERM OF EXISTENCE

This corporation is to exist perpetually.

4070000141245
MAY-24-2007 13:20
EMPIRE

ARTICLE V - DIRECTORS

This corporation shall have seven directors. The number of directors may be increased or decreased from time to time in such manner as may be prescribed by the bylaws. Directors need not be stockholders or residents of Florida.

This corporation is empowered to indemnify any officer, director, or shareholder in accordance with and to the fullest extent permitted by the Florida Statutes, as now and hereinafter amended.

ARTICLE VI - INITIAL DIRECTORS

The name and address of each member of the first Board of Directors are:

Myrta Dubon Olivera	
Desiree M. Dubon	
Manuel H. Dubon	
Jose R. Dubon	
Luis E. Dubon III	
Marilyn C. Dubon-Sims	
Manuel H. Dubon Jr.	
Address for all of the Board members is: 255 Ponce de Leon Avenue, Suite 1400, Hato Rey, PR 00919	

ARTICLE VII - SUBSCRIBERS

The name and address of each subscriber of these Articles of Incorporation are:

Carlos A. Romero, Jr., 3195 Ponce de Leon Blvd., Suite 400, Coral Gables, FL 33134

ARTICLE VIII - BYLAWS

The bylaws may be adopted, altered, amended or repealed by (a) the affirmative vote of a majority of the shares entitled to vote or (b) the affirmative vote of a majority of the board of directors.

ARTICLE IX - STOCKHOLDER QUORUM AND VOTING

A majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of the stockholders.

If a quorum is present, the affirmative vote of a majority of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the stockholders.

ARTICLE X - CALLING OF SPECIAL MEETINGS

Special meetings of stockholders may be called by a majority of the stockholders.

ARTICLE XI - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders meeting by the majority of the stock entitled to vote thereon.

ARTICLE XII - AFFILIATED TRANSACTIONS

This corporation elects not to be governed by the section of the Florida Business Corporation Act, as hereafter might be amended, dealing with affiliated transactions.

ARTICLE XIII - INITIAL PRINCIPAL OFFICE OR MAILING ADDRESS

Articles of Incorporation
D Group Acquisition Seven (FL), Inc.
Page 3 of 5

The initial principal office or mailing address is as follows:

3195 Ponce de Leon Blvd., Suite 400, Coral Gables, FL 33134

The principal place of business may be changed by a majority of the members of the board of directors present at a validly convened meeting.

IN WITNESS WHEREOF, the Subscriber of these Articles of Incorporation has hereunto set his hand and seal this 24 day of May, 2007.



Carlos A. Romero, Jr.

FILED

H070000141245

Dgroup/us/dgroupflacquisitionSeveninc/gencorp/ArtIncorpSeven051607a

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE
DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED**

In compliance with Florida Statutes, the following is submitted. First that D Group Acquisition Seven (FL), Inc. desiring to organize under the laws of the State of Florida with its principal office at 3195 Ponce de Leon Blvd, Suite 400, Coral Gables, FL 33134, has named Law Office of Carlos A. Romero, Jr., P.A. located at 3195 Ponce de Leon Blvd, Suite 400, Coral Gables, FL 33134, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

(MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said act relative to keeping open said office. The registered agent is familiar with, and accepts, the obligations provided under the Florida Business Corporation Act.

REGISTERED AGENT: Law Office of Carlos A. Romero, Jr., P.A.

By: 

Carlos A. Romero, Jr., its President

Law Office of Carlos A. Romero, Jr., P.A.
3195 Ponce de Leon Blvd, Suite 400, Coral Gables, FL 33134

11070000141245