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FLORIDA PROFIT/NON PROFIT CORPORATION

d group acquisition fw one (fl), inc.

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Dgroup/uscorporatematters/dgroup/acquisitionFMOne(FL)inc/genecorp/ArtIncorpFMOne062107a

**ARTICLES OF INCORPORATION  
OF  
D GROUP ACQUISITION FM ONE (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.

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**ARTICLE I - NAME**

The name of the corporation is: D Group Acquisition FM One (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 100,000 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.

Articles of Incorporation  
D Group Acquisition FM One (FL), Inc.  
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### ARTICLE V - DIRECTORS

This corporation shall have eleven 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 I. Dubon
Desiree M. Dubon
Manuel H. Dubon
Jose R. Dubon
Luis E. Dubon III
Marilyn C. Dubon-Sims
Manuel H. Dubon Jr.
Luis E. Dubon, Jr.
Maria A. Dubon
Wanda M. Dubon-Vena
Suzanne M. Dubon-Rivera
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.

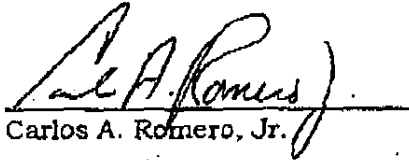
**ARTICLE XIII - INITIAL PRINCIPAL OFFICE OR MAILING ADDRESS**

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 21 day of June, 2007.

  
Carlos A. Romero, Jr.

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Dgroup/uscorporatematters/dgroupflacquisitionFMOne(FL)Inc/genecorp/ArtIncorpFMOne062107a

**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 FM One (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

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