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**Florida Department of State  
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**FLORIDA PROFIT/NON PROFIT CORPORATION**

**RG 5 Investments, Inc.**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**CERTIFICATE OF INCORPORATION  
OF  
RG 5 INVESTMENTS, INC.**

I, the undersigned, for the purpose of associating to establish a corporation for the transaction of the business and the promotion and conduct of the objects and purposes hereinafter stated, under the provisions and subject to the requirements of the laws of the State of Florida, in compliance with Chapter 607 and/or Chapter 621 Florida Statutes (F.S.), as the same may be amended from time to time, do make and file these Articles of Incorporation in writing and hereby certify:

**FIRST:** The name of the corporation (hereinafter called the Corporation) is RG 5 Investments, Inc.

**SECOND:** The principal place of business/mailling address is:

12281 SW 46 Street  
Miami, Florida 33175

**THIRD:** The nature of the business of the Corporation and objects of purposes to be transacted, promoted or carried on by it are as follows:

(1) To the extent as a corporation organized under the laws of the State Of Florida may now or hereafter lawfully do, either as principal or agent, and either alone or through subsidiaries or in connection with, or incident to, the attainment of any one or more of the objects herein enumerated, or designed directly or indirectly to promote the interests of the Corporation or to enhance the value of its properties; and in general to do any and all things and exercise any and all powers, rights, and privileges which a corporation may now or hereafter organize to do or exercise under the laws of the State of Florida. The corporation will retain the services of all necessary licensed professionals in order to conduct its business activities.

In furtherance and not limited to the stated purpose:

(A) to enter into, make, perform and carry on contracts of every kind and description, not prohibited by law, with any person, firm, association, corporation or governmental body; and to guarantee the contracts or obligations, and the payment of interest or dividends on securities or any other person, firm, association, corporation or governmental body.

(B) to engage in the business of property rental and property management and the development of commercial and industrial properties. The corporation shall be in charge of the management of the properties.

(C) to establish and engage in the business of purchasing, processing, engaging in, conducting, selling, carrying on and dealing in goods, wares, and merchandise of every kind, class and description.

(D) to lend its uninvested funds from time to time to such extent, to such persons, firms, associations, corporation or governments or subdivisions, agencies or instrumentalities thereof, on such terms and conditions on such securities, if any, as the Board of Directors of the Corporation may determine.

(E) to borrow money for any of the purposes of the Corporation from time to time, and without limit as to the amount and to secure the same by mortgage upon, or the pledge of the properties, assets, business and goodwill of the Corporation, then owned or thereafter acquired. From time to time to issue and sell its own securities for a such consideration, as may now be or hereafter shall be permitted by the laws of the State of Florida.

(F) to acquire and undertake all or any part of the business assets and liabilities of any person, firm, association or corporation on such terms and conditions as may be agreed upon, and to pay for the same in cash, property or securities of the Corporation, or otherwise, and to conduct the whole or any part of any business thus acquired, subject only to the provisions of the laws of the State of Florida and of any other jurisdiction in which the Corporation is authorized to do business.

(G) to merge into, merge into itself or consolidate with, and to enter into agreements and cooperative relations, not in contravention of law, with any person, firm, association or corporation.

(H) to purchase, or otherwise acquire and to hold, cancel, reissue, sell, exchange, transfer or otherwise deal in its own securities from time to time to such extent and upon such terms as shall be permitted by the laws of the State of Florida; provided, however, that shares of its own capital stock so purchased or held shall not be directly or indirectly voted, nor shall be entitled to dividends during such period or periods as they shall be held by the Corporation.

(I) to make, manufacture, produce, prepare, process, purchase or otherwise acquire, and to hold, own, use, sell, import, export, dispose of or otherwise trade or deal in and with, machines, machinery, appliances, apparatus, goods, wares, products and merchandise of every kind, nature and description.

The foregoing provisions of this Article THIRD shall be construed both as joint purposes and powers, and each as independent purposes and powers. The foregoing enumeration of specific purposes and powers shall not be held to limit or restrict in any manner the purposes and powers of the Corporation, and the purposes and powers herein specified shall, except when otherwise provided in this Article THIRD, be in no way limited or restricted by reference to, or

inference from, the terms of any provisions of this or any other Article of these Articles of Incorporation.

The Corporation is to be carried on for pecuniary profit.

**FOURTH:** The Capital Stock of the Corporation shall consist of:

The total number of shares of all classes of stock which the corporation has authority to issue one million (1,000,000) shares of Common Stock with a par value of one dollar (\$1.00) each, (hereinafter called "Common Stock")

The following is a description of each class of stock, with the powers, preferences and rights and the restrictions, qualifications and limitations thereof:

A. Common Stock

1. Voting Rights

a) Common Stock: At all times, each holder of Common Stock of the Corporation shall be entitled to one vote for each share of such stock issued in the name of such holder on the books of the Corporation.

2. Preemptive Rights

In the event the Corporation shall determine to offer, sell or exchange any security of the Corporation, including any right to acquire any security of the Corporation, other than securities issuable in connection with any incentive stock option plan which the Corporation may hereinafter establish, (the "Offered Securities") the Corporation shall notify each holder of Common Stock in writing at least thirty (30) days prior to the proposed date of such offer, sale or exchange. Each holder of Common Stock shall have the right to purchase up to a number of the Offered Securities, multiplied by a fraction the numerator of which shall be equal to the number of shares of Common Stock on a fully diluted basis owned by such holder and the denominator of which shall equal the number of share of Common Stock outstanding on a fully diluted basis (the "Common Stock Ownership Percentage").

Within sixty (60) day of the receipt of such notice, each holder of Common Stock, shall notify the Corporation of its intention to exercise the rights granted in this paragraph and of the number of the Offered Securities he intends to purchase. Any such holder who does not so notify the Corporation shall be deemed to have waived his rights under this paragraph as to the Offered Securities. Within five (5) days of its receipt of such notice, the Corporation shall notify such holders who exercised their rights hereunder of the number of Offered Securities, if any, as to which holder of Common Stock did not exercise their right hereunder (the "Remaining Securities"). Each holder of Common Stock who exercised his rights hereunder in full may elect to purchase a number of the Remaining Securities in the proportion that its Common Stock

Ownership Percentage, bears to the Common Stock Ownership Percentages of all such holders who exercised their rights in full hereunder.

Any Remaining Security not so purchased by the holders of Common Stock may then be issued by the Corporation to new investors. The right of the Corporation to issue to shares of Common Stock might be subsequently limited by any agreement to that effect made and entered by the existing stockholders of the Corporation.

3. Minimum Capital Requirement:

The minimum amount of capital with which the Corporation will commence business is one thousand Dollars (\$1,000.00).

**FIFTH:** The Corporation is to have perpetual existence.

**SIXTH:** For the management of the business and for the conduct of the affairs of the Corporation, and in further creation, definition, limitation and regulation of the powers of the Corporation and of its directors and stockholders, and subject to any rights, limitations, restrictions, covenants, or other obligations under any agreement which might be subsequently entered by and among the shareholders of the Corporation, it is further provided that:

(1) The number of directors of the Corporation shall be fixed by, or in the manner provided in, the By-Laws, but in no case shall the number be less than three. The directors need not be stockholders. Election of directors need not be by ballot unless the By-Laws so require. Meetings of the Board of Directors may be held at such place or places within or without the State of Florida as shall be specified in the respective notices thereof or in the respective waivers of notice thereof signed by all the directors of the Corporation at the time in office.

(2) In furtherance and not in limitation of the powers conferred by the laws of the State of Florida, and subject at all times to the provisions thereof, the Board of Directors is expressly authorized and empowered:

(a) to make, alter and repeal the By-Laws of the Corporation, subject to the power of the stockholders to alter or repeal the By-Laws made by the Board of Directors, and subject to any limitation in the terms of the stock of the Corporation as contained in the resolution authorizing such issuance of in any other article of this Articles of Incorporation, which limitations shall prevail over the terms of this article.

(b) to authorize and issue obligations of the Corporation, secured or unsecured, to include therein such provisions as to the redeemability, convertibility or otherwise as the Board of Directors in its sole discretion may determine, and to authorize and cause to be executed mortgages and liens upon,

any property of the Corporation, real or personal, including after acquired property.

(c) to the extent permitted by law, to determine whether any, and, if any, what part, of the net profits of the Corporation or of its net assets in excess of its capital shall be declared in dividends and paid to the stockholders, and to direct and determine the use and disposition thereof.

(d) to exercise all the powers of the Corporation, except such as are conferred by law, or by these Articles of Incorporation or by the By-Laws of the Corporation, upon the stockholders.

(e) to establish bonus, profit-sharing, pension, thrift, and other types of incentive, compensation or retirement plans for the officers and employees, including officers and employees who are also directors of the corporation, and to fix the amounts of profits to be distributed of shared or contributed and the amounts of the corporation's funds otherwise to be devoted thereto, and to determine the persons to participate in any such plans and the amounts of their respective participations.

(f) to issue, or grant options for the purchase of, shares of stock of the Corporation to employees (including officers and directors) of the Corporation and its subsidiaries, for such consideration and on such terms and conditions as the Board of Directors may, from time to time, determine.

(3) Any one or all of the directors may be removed, with or without cause, at any time, by either (a) the vote of the holders of a majority of the stock of the Corporation issued and outstanding and entitled to vote; and thereupon the term of each such director who shall be so removed shall terminate.

**SEVENTH:** The Corporation reserves the right to amend, alter or repeal any of the provisions of these Articles of Incorporation and to add other provisions authorized by the laws of the State of Florida at the time in force in the manner and at the time prescribed by said laws, and all rights, powers and privileges at any time conferred upon the Board of Directors and Stockholders are granted subject to the provisions of this Article.

**EIGHTH:** No contract or other transaction between the Corporation and any other corporation, whether or not such other corporation is related to the Corporation through the direct or indirect ownership by such other corporation of a majority of the shares of the capital stock of the Corporation, or by the Corporation of a majority of the shares of the capital stock of such other corporation, and no other act of the Corporation, shall, in the absence of fraud or misconduct, be affected or invalidated by the fact that any of the directors of the Corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation, or by the fact that such other corporation is so related to the Corporation. Any director of the Corporation, individually, or any firm or association of which any director may be a member,

may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the Corporation, provided the fact that he individually, or such firm or association, is so interested, and the extent of such interest, shall be disclosed to the Board of Directors.

**NINTH:** Any director of the corporation shall, in the performance of his duties, be fully protected in relying in good faith upon the records of the corporation, including the books of account, reports made to the corporation by its officials, and reports or opinions rendered by certified public accountants, appraisers and counsel.

**TENTH:** Each director or officer of the Corporation (and each director or officer of any other corporation serving as such at the request of the Corporation because of the Corporation's interest in such other corporation) whether or not then in office, shall be indemnified by the Corporation against all costs and expenses reasonably incurred by or imposed upon him in connection with any claim, lawsuit or proceeding in which he may be involved or to which he may be made party by reason of his being or having been a director or officer of the Corporation, or of such other corporation, except for matters as to which he shall be held liable by a Court or similar authority for negligence or misconduct in the performance of his duties. In case of settlement of any such claim, lawsuit or proceeding, such director or officer shall be indemnified by the Corporation against the cost and expense of such settlement reasonably incurred by or imposed upon him.

The foregoing rights or indemnification shall apply to the heirs, executors, and administrators of any such director or officer of the Corporation or of any other such corporation, and shall not be exclusive of any other rights to which any director or officer (or his heirs, executors or administrators) may be entitled under any provision of the By-laws of the Corporation, any agreement or any vote of the stockholders, or as a matter of law, or otherwise.

The following provisions shall apply to the indemnification of officers, directors, employees and agents and the purchase of insurance on behalf of any of them by the Corporation:

1. The Corporation may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea or nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the Corporation, and, with

respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

2. The Corporation may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorneys' fees) actually and reasonably incurred by him in connection with the defense or settlement of such action or suit if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable to the Corporation unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the court shall deem proper.

3. To the extent that a director, officer, employee or agent of the Corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in subsections (1) and (2) of this section, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him in connection therewith.

4. Any indemnification under subsections 1 and 2 of this section (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances because he has met the applicable standards of conduct set forth in subsections 1 and 2 of this section. Such determination shall be made (a) by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, or (b) if such a quorum is not obtainable, or, even if obtainable a quorum of disinterested directors so directs, by independent legal counsel in a written opinion, or (c) by the stockholders.

5. Expenses (including attorneys' fees) incurred by an officer or director in defending any civil, criminal, administrative or investigative action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of such director or officer to repay such amount if it shall ultimately be determined that he is not entitled to be indemnified by the Corporation as authorized in this section. Such expenses (including attorneys' fees) incurred by other employees and agents may be so paid upon such terms and conditions, if any, as the Board of Directors deems appropriate.

6. The indemnification and advancement of expenses provided by, or granted pursuant to, the other subsections of this section shall not be deemed exclusive of any other



rights to which those seeking indemnification or advancement of expenses may be entitled under any bylaw, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office.

7. The Corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the corporation would have the power to indemnify him against such liability under this section.

8. For purposes of this section, references to "the Corporation" shall include, in addition to the resulting corporation, any constituent corporation (including any constituent of a constituent) absorbed in a consolidation or merger which, if its separate existence had continued, would have had power and authority to indemnify its directors, officers, employee or agents, so that any person who is or was a director, officer, employee or agent of such constituent corporation, or is or was serving at the request of such constituent corporation, as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, shall stand in the same position under this section with respect to the resulting or surviving corporation as he would have with respect to such constituent corporation if its separate existence had continued.

9. For purposes of this section, references to "other enterprises" shall include employee benefit plans; references to "fines" shall include any excise taxes assessed on a person with respect to any employee benefit plan; and references to "serving at the request of the Corporation" shall include any service as a director, officer, employee or agent of the Corporation which imposes duties on, or involves services by, such director, officer, employee or agent with respect to an employee benefit plan, its participants or beneficiaries; and a person who acted in good faith and in a manner he reasonably believed to be in the interest of the participants and beneficiaries of an employee benefit plan shall be deemed to have acted in a manner "not opposed to the best interests of the Corporation" as referred to in this section.

10. The indemnification and advancement of expenses provided by, or granted pursuant to, this section shall, unless otherwise provided when authorized or ratified, continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

**ELEVENTH:** The faculties of the incorporator will end upon the filing of this article of incorporation and the following persons will act as directors until the first annual meeting of stockholders or until their successor replace them:

Rogelio Orufia Aguilar  
Physical Address:  
1357 Ashford Avenue

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

San Juan, Puerto Rico 00907

Postal Address:  
PMB 138  
1357 Ashford Avenue  
San Juan, Puerto Rico 00907

**TWELFTH:** The name and Florida street address of the register agent is:

CT Corporation System  
1200 South Pine Island Road,  
Plantation, Florida 33324

**THIRTEEN:** The name, physical and postal address of the incorporator is as follows:

Carmen Ramírez Lugo  
Physical Address:  
Bolivia 33 Third Floor  
Suite 301, Hato Rey Puerto Rico 00917

Postal Address:  
P.O. Box 190095  
San Juan, Puerto Rico 00919-0095

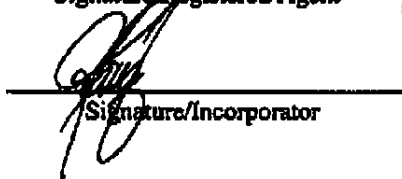
.....  
Having been named as registered agent to accept to service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity,

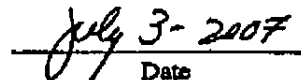


CT Corporation System  
Signature/Registered Agent

Barbara A. Burke  
Special Assistant Secretary

  
Date

  
Signature/Incorporator

  
Date