

P99000022647



THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 163177 4303929

AUTHORIZATION : *Patricia Pigatto*

COST LIMIT : \$ 78.75

ORDER DATE : March 10, 1999

ORDER TIME : 2:48 PM

ORDER NO. : 163177-005

200002801712--5

CUSTOMER NO: 4303929

CUSTOMER: Ms. Jazmine Roman  
GREENBERG TRAUIG  
GREENBERG TRAUIG  
1221 Brickell Avenue  
20th Floor  
Miami, FL 33131

DOMESTIC FILING

NAME: FGD HOLDINGS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: James Guy

EXAMINER'S INITIALS:

*File 1st*

DIVISION OF CORPORATION

99 MAR 10 PM 4:36

RECEIVED

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 MAR 10 PM 12:53

*6/3/11/99*

**ARTICLES OF INCORPORATION**

**OF**

**FGD HOLDINGS, INC.**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

99 MAR 10 PM 12:53

**ARTICLE I**

The name of the corporation is FGD HOLDINGS, INC., (hereinafter called the "Corporation").

**ARTICLE II**

The address of the principal office and the mailing address of the Corporation is 11825 N.W. 100<sup>th</sup> Road, Building One, Miami, Florida 33178.

**ARTICLE III**

This Corporation shall have authority to issue One Thousand (1,000) shares of Common Stock having a par value of \$0.01 per share.

**ARTICLE IV**

The Corporation shall hold a special meeting of shareholders only:

- (1) On call of the Board of Directors or persons authorized to do so by the Corporation's Bylaws; or
- (2) If the holders of not less than 50 percent of the persons entitled to vote on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

**ARTICLE V**

The street address of the Corporation's initial registered office is 11825 N.W. 100<sup>th</sup> Road, Building One, Miami, Florida 33178, and the name of its initial registered agent at such office is Fausto G. Diaz.

**ARTICLE VI**

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws. The number of directors constituting the initial Board of Directors is two, and the name and address of the member of

the initial Board of Directors, who will serve as the Corporation's directors until successors are duly elected and qualified is:

Fausto G. Diaz  
9743 S.W. 57<sup>th</sup> Street  
Miami, Florida 33173

Rosa M. Florez  
3001 S.W. 101 Court  
Miami, Florida 33165

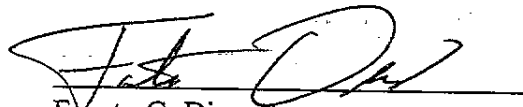
#### ARTICLE VII

The name of the Incorporator is Fausto G. Diaz and the address of the Incorporator is 9743 S.W. 57<sup>th</sup> Street, Miami 33173.

#### ARTICLE VIII

This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 4<sup>th</sup> day of March, 1999.

  
Fausto G. Diaz - Incorporator

**ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT**

The undersigned, having been named the Registered Agent of FGD HOLDINGS, INC., hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes §607.0505.

  
Fausto G. Diaz - Registered Agent

Dated: March 4, 1999

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 MAR 10 PM 12:53