ARTICLES OF INCORPORATION
FUNDACION GOMEZ-ALAYON INC.

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, do hereby associate ourselves for
the purpose of forming a corporation not for pecuniary profit under
and by virtue of the provisions of the Act of the Legislature of
Puerto Rico entitled "General Corporation Law for the Commonwealth
of Puerto Rico" (Act No. 3 approved January 9, 1956), as amended,
and we do hereby CERTIFY:

FIRST

That the legal name and title by which this corporation shall
be known is FUNDACION GOMEZ-ALAYON INC.

SECOND

The principal office of the corporation shall be located at
#3 Flamboyán Street, Garden Hills, Guaynabo, Puerto Rico 00657,
and the Resident Agent of the corporation is Mr. Andrés Gómez
Vázquez, Camino La Roca Final, Barrio Tortugo, Guaynabo, Puerto
Rico 00657. The mailing address of the corporation shall be Box
3228, Hato Rey, P. R. 00919-3228.

THIRD

The corporation is not to be carried on for pecuniary profit.
In addition, the corporation shall function pursuant to Section
101(6) of the Income Tax Act of Puerto Rico, as amended, and
provide grants to scientific, religious, educational and health
research institutions and non-profit hospitals, which are therefore
humanitarian in nature.
The principal purpose of the corporation shall be to assist Puerto Rican institutions serving Puerto Ricans in the categories aforementioned. No power shall be exercised by the corporation contrary to the charitable purposes and restrictions of said Section 101(6) of the Income Tax Act of Puerto Rico, as amended, or which would deny or impede in any way the continuation of the present tax exempt status of the corporation.

In order to carry on the purposes for which the corporation is organized, the corporation shall have the power to acquire by purchase, gift, bequest, lease, contract or otherwise, and to sell, dispose, assign, lease, mortgage, encumber, develop, exploit and use in any way, and to receive rents therefrom, such real and personal property as the corporation may desire or require. The corporation shall also have the power to acquire and hold by purchase or otherwise and to dispose of in any way, shares of the capital stock or any bonds, securities, or evidences of indebtedness created by any other corporation organized under the laws of Puerto Rico or any state, country, nation, or government and while the owner thereof to exercise all the rights, privileges, and powers of ownership, including the right to vote thereon. No part of the income or principal of the corporation or its subsidiaries shall ever inure to the benefit of or be distributed to any trustee of the corporation.

This Article Third shall not be amended unless changes in the law shall so require in order to preserve the corporation's tax
exemption or in order to carry out its principal purposes, or unless, in addition to the vote of two-thirds of the trustees and other procedures required by the corporation laws of Puerto Rico, the proposed amendment shall also have received the express consent of two founders of the corporation, to wit: Mr. Andrés Gómez Vázquez and Mrs. Josefina Alayón Figueroa, provided that both of such founders shall then be living and shall not have been judicially determined to be under a disability. If one of such founders shall then be deceased, or under a judicially determined disability, the consent of the other living founder not under disability shall suffice for purposes of this paragraph. In the event that both of such founders shall then be deceased or under a judicially determined disability, no amendment of Article Third shall be effective without the express consent of Mrs. Maritza Gómez Alayón and Mr. Andrés Gómez Alayón, as surviving heir or heirs of the founders as shall then be duly elected trustees of the corporation or active in any material way in the affairs of the corporation.

FOURTH

The corporation shall not have authority to issue capital stock. The conditions of membership of the corporation shall be stated in the By-laws.

FIFTH

The names and the places of residence of each of the incorporators are as follows:
ARTICLES OF INCORPORATION

Andrés Gómez Vázquez
Camino La Roca Final
Barrio Tortuguco
Guaynabo, P. R. 00657

Josefina Alayón Figueroa
Camino La Roca Final
Barrio Tortuguco
Guaynabo, P. R. 00657

Maritza Gómez Alayón
203 Presidente Ramírez
Urb. Baldrich
Río Piedras, P. R. 00918

Andrés Gómez Alayón
Florecencia C-2
Ext. Villa Caparra
Guaynabo, P. R. 00657

SIXTH

The corporation shall have perpetual existence.

SEVENTH

The affairs of the corporation shall be managed by a Board of
Trustees which shall consist of not less than five persons nor more
than nine persons.

(a) The board of Trustee shall include persons in the
following categories as Trustees:

(1) The founders of the corporation, to wit: Andrés
Gómez Vázquez, Josefina Alayón Figueroa, Martiza Gómez Alayón and
Andrés Gómez Alayón, or at least one of them, if all cannot serve,
so long as all or either of them shall be living and willing to
serve and shall not be under a judicially determined disability.

(2) In the absence of one of the founders on the Board,
there shall be a trustee who shall be a legal heir of the founders,
or if no such heir shall be available to serve, then a trustee
designated by the founders or the surviving founder, or in the
absence of such designation, a trustee designated by the legal heirs or heir of the founders. This condition shall expire when there shall no longer be in existence a founder or an heir of the founders who is living and not under a judicially determined disability.

(3) Additional trustees, to be named by the founders or legal heirs who are trustees or such other person designated as trustee on behalf of the founders or their legal heirs, not to exceed the numerical limit imposed by this Article, who shall be selected one from each of the following fields: medicine, law, public accounting, business, and from generally recognized civic leaders in the Greater San Juan area community.

(b) To qualify as a member of The Board of Trustees, a candidate shall have:

(1) Been born in Puerto Rico or have had at least one year bona fide residence within the Commonwealth of Puerto Rico, or shall have been a non-resident with a record of accomplishment as a trustee, director, or officer of a similar type of foundation;

(2) Served or shall be willing in all events to serve as a trustee within the humanitarian spirit and framework of Article Third of the Certificate of Incorporation, as amended.

(c) A majority of trustees shall constitute a quorum for the transaction of business and a majority vote thereof shall be required to transact business. The Board of Trustees, by resolution passed by a majority of the whole Board, may designate an Executive
Committee and other committees. Each committee shall consist of two or more of the trustees, shall exercise such powers of the Board of Trustees in the management of the business and affairs of the corporation as may be delegated to it, and shall be empowered to authorize the seal of the corporation to be affixed to all papers which may require it.

(d) This Article Seventh shall not be amended except in the manner and subject to the conditions specified in the last paragraph of Article Third of the Certificate of Incorporation, as amended.

EIGHTH

The corporation reserves the right to amend, alter, change, or repeal provisions contained in the Certificate of Incorporation of the corporation, as amended, provided, however:

(a) No article or portion thereof shall be changed or amended except under conditions stated therein, if such conditions exist. If no such conditions exist, amendments may be made in the manner provided by law.

(b) No article or portion thereof shall be amended which would serve to change the charitable purposes as herein stated or which would serve to deny tax exempt status to the corporation pursuant to the laws of Puerto Rico.

(c) This Article Eighth shall not be amended except in the manner and subject to the conditions specified in the last paragraph of Article Third of the Certificate of Incorporation.
NINTH

In the event of the dissolution and liquidation and the termination and winding up of the business and affairs of the corporation, all assets of the corporation remaining after the payment of its liabilities shall be transferred and paid to and institution determined by the Board of Trustees to be used by it so far as possible to further the purposes and motivations set forth in Article Third hereof, it being the hope and desire of the Trustees of the corporation that the ultimate recipients of assets of the corporation, will, to the greatest extent possible, be advised of and requested to honor, adhere to and be guided by the general purposes and motivations set forth in Article Third of this Certificate of Incorporation.

IN WITNESS WHEREOF, we the undersigned, with the object of forming a corporation not for pecuniary profit under the General Corporation Law for the Commonwealth of Puerto Rico, Act No. 3, approved January 9, 1956, as amended, do execute these Articles of Incorporation, and do affirm and certify that the facts herein contained are true.

San Juan, Puerto Rico, this 17th day of November, 1988.

MARITZA GÓMEZ ALAYON

ANDRES GÓMEZ VÁZQUEZ

ANDRES GÓMEZ ALAYON

JOSEFINA ALAYÓN FIGUEROA

AFFIDAVIT NO. 2102

Sworn to and subscribed before me by Andrés Gómez Vázquez, Josefina Alayón Figueroa, Andrés Gómez Alayón and Martiza Gómez
Alayón, all of legal age, married, property owners and residents of Guaynabo, Puerto Rico, except for the latter who is a resident of Río Piedras, Puerto Rico, acting herein as incorporators of Fundación Gómez-Alayón Inc., all of them personally known to me, at San Juan, Puerto Rico, this 17th day of November, 1988.

[Signature]

NOTARY PUBLIC