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May 8, 2000

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Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314



Re: Articles of Incorporation for Terra Guard, Inc.

Greetings:

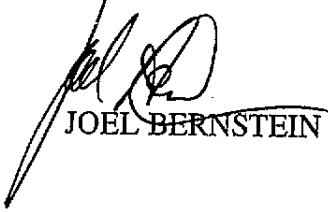
Enclosed please find the Articles of Incorporation for the following:

TERRA GUARD, INC.

Also, please find enclosed our check in the amount of \$70 to cover the fee.

Please return a copy to us for our files.

Yours very truly,


JOEL BERNSTEIN

JB:jm
enc.

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TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
OF
TERRA GUARD, INC.**

* * *

ARTICLE 1

Name

The name of this corporation is TERRA GUARD, INC.

ARTICLE 2

Purpose

The purpose or purposes of the Corporation shall be to engage in any lawful act or activity for which business corporations may be organized.

ARTICLE 3

Capital Stock

The total amount of capital stock which this Corporation shall have the authority to issue shall be 100,000,000 shares of Common Stock of the par value of \$.000001 per share and 1,000,000 shares of Preferred Stock of the par value of \$.001 per share.

The Preferred Stock may be issued from time to time in series. All Preferred Stock shall be of equal rank and identical, except in respect to the particulars that may be fixed by the Board of Directors. The Board of Directors is authorized to fix, in the manner and to the full extent provided and permitted by law, all provisions of the shares of each series of Preferred Stock including those matters set forth below.

1. The distinctive designation of all series and the number of shares that shall constitute those series;
2. The annual rate of dividends payable on the shares of all series and the time, conditions and manner of payment.
3. The redemption price or prices, if any, for the shares of each, any and all series.
4. The amount payable upon shares of each series in the event of voluntary or involuntary liquidation and the relative priority of each series in the event of liquidation.
5. The rights, if any, of the holders of shares of each series to convert those shares into Common Stock and the terms and conditions of that conversion.

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TALLAHASSEE, FLORIDA

6. The voting rights, if any, of the holders of shares of each series.

ARTICLE 4

Right to Amend or Repeal Articles

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation or any amendment hereto, in the manner now or hereafter prescribed by statute, and all rights and powers herein conferred on shareholders are granted subject to this reserved power.

ARTICLE 5

Indemnification of Directors, Officers and Other Authorized Representatives

Section 1. Indemnification in Accordance with Bylaws. The Corporation shall indemnify its officers, directors, employees and agents against liabilities, damages, settlements and expenses (including attorneys' fees) incurred in connection with the Corporation's affairs, and shall advance such expenses to any such officers, directors, employees and agents, to the full extent permitted by law, and as more particularly set forth in the Corporation's Bylaws. Such indemnification provisions of the Corporation's Bylaws may be enacted and modified from time to time by resolution of the Corporation's Board of Directors.

Section 2. Effect of Modification. Any repeal or modification of any provision of this Article 5 by the shareholders of the Corporation shall not adversely affect any right to protection of a director, officer, employee or agent of the Corporation existing at the time of such repeal or modification.

Section 3. Liability Insurance. The Corporation shall have the 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 to 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 liability under the provision of this Article 5.

Section 4. No Rights of Subrogation. Indemnification hereunder and under the Bylaws shall be a personal right and the Corporation shall have no liability under this Article 5 to any insurer or any person, corporation, partnership, association, trust or other entity (other than the heirs, executors or administrators of such person) by reason of subrogation, assignment or succession by any other means to the claim of any person to indemnification hereunder or under the Corporation's Bylaws.

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ARTICLE 6

Affiliated Transactions and Control Share Acquisitions

The Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions. The Corporation expressly elects not to be governed by Section 607.0902 of the Florida Business Corporation Act, as amended from time to time, relating to control share acquisitions.

ARTICLE 7

Severability

In the event any provision (including any provision within a single article, section, paragraph or sentence) of these Articles should be determined by a court of competent jurisdiction to be invalid, prohibited or unenforceable for any reason, the remaining provisions and parts hereof shall not be in any way impaired and shall remain in full force and effect and enforceable to the fullest extent permitted by law.

ARTICLE 8

Principal Office, Registered Office, Registered Agent


The address of the principal office of this Corporation is 3413 S.W. 14th Street, Unit B, Deerfield Beach, Florida 33442.. The address of the initial registered office of this Corporation is 3413 S.W. 14th Street, Unit B, Deerfield Beach, Florida 33442 and the name of the initial registered agent of this Corporation at that address is: Murray Ginsberg. The undersigned is familiar with and accepts the duties and obligations as registered agent for this Corporation.

ARTICLE 9

Incorporator

The name and address of the person signing these Articles is Murray Ginsberg, 3413 S.W. 14th Street, Unit B, Deerfield Beach, Florida 33442.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this ___ day of May, 2000.


Murray Ginsberg
Incorporator and Registered Agent