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Florida Department of State
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To: Division of Corporations
Fax Number : (850)922-4001

From: Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305)541-3694
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FLORIDA PROFIT CORPORATION OR P.A.

LA TERRE, INC.

Certificate of Status	0
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English Translation : The Earth, Inc.

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DIVISION OF CORPORATIONS

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ARTICLES OF INCORPORATION
OF

LA TERRE, INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

LA TERRE, INC.

The principal place of business of this corporation shall be:

1601 JEFFERSON AVE., MIAMI BEACH, FL 33139

ARTICLE II NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

This Instrument Prepared By:
LAW OFFICE OF RICHARD GONZALEZ, P.A.
407 Lincoln Road, Suite 4-E
Miami Beach, Florida 33139
FL Bar No. 0716642

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ARTICLE II CAPITAL STOCK

The maximum number of shares of stock and its par value that this corporation is authorized to have outstanding at any one time is Five Hundred (500) shares of common stock, each share having a par value of ONE DOLLAR (\$1.00). Authorized capital stock may be paid for in cash, services, property, at a just value to be fixed by the Board of Directors of this corporation at any regular or special meeting.

ARTICLE IV TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V INITIAL REGISTERED AGENT

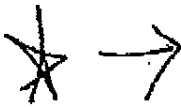
The street address of the initial registered office of this corporation is, 345 Ocean Drive, # 515, Miami Beach, Florida 33139, and the name of the initial registered agent of this corporation at that address is, JOSEPH KLOENNE.

ARTICLE VI INITIAL BOARD OF DIRECTORS

This corporation shall be conducted by a board and have three directors initially. The number of directors may be increased or decreased from time to time by the by-laws but shall never be less than one director. The name and address of the initial directors of this corporation are:

SAMIR TAHAN

831 - 16TH STREET, APT. 18
MIAMI BEACH, FL 33139



ALI MAIDAR

831 - 16TH STREET, APT. 18
MIAMI BEACH, FL 33139

JUAN MANUEL CORTES

831 16TH STREET, APT. 18
MIAMI BEACH, FL 33139

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ARTICLE VII INITIAL OFFICERS

The name of the initial officers are as follows:

PRESIDENT:	SAMIR TAHAN
SECRETARY:	ALI HAIDAR
TREASURER:	JUAN MANUEL CORTES

ARTICLE VIII INCORPORATOR

The name and street address of the person signing these articles is:

SAMIR TAHAN	831 16TH STREET, APT. 18 MIAMI BEACH, FL 33139
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ARTICLE IX DISTRIBUTION

The name and post office address of each subscriber of this Articles of Incorporation, and the number of shares of stock which each agrees to take and the sums subscribed to and paid are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>
SAMIR TAHAN	831 16TH ST., APT. 18 MIAMI BEACH, FL 33139	51
ALI HAIDAR	831 16TH ST., APT. 18 MIAMI BEACH, FL 33139	34
JUAN MANUEL CORTES	831 16TH ST., APT. 18 MIAMI BEACH, FL 33139	15

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ARTICLE X EFFECTIVE DATE

These Article of Incorporation shall be effective immediately upon approval by the Secretary of State of the State of Florida.

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 stockholder's meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 19 day of May, 2000.

Signature of Incorporator





SAMIR TAHAN

STATE OF FLORIDA)
) SS
COUNTY OF MIAMI-DADE)

THE FOREGOING INSTRUMENT, was acknowledged before me 19 day of May, 2000, by Samir Tahan, who is personally known to me or who have produced Florida Drivers License as identification and who did (did not) take an oath.


NOTARY PUBLIC, STATE OF FLORIDA
MARIA T. CABRERA
NAME OF OFFICER (PRINT OR TYPE)

 Maria T Cabrera
My Commission CC738174
Expires April 29, 2002

 Maria T Cabrera
My Commission CC738174
Expires April 29, 2002

 Maria T Cabrera
My Commission CC738174
Expires April 29, 2002

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ARTICLES OF INCORPORATION FILING FEE:

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST - THAT: LA TERRE, INC.

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT THE CITY OF MIAMI BEACH, STATE OF FLORIDA, HAS NAMED JOSEPH KLOENNE AS REGISTERED AGENT LOCATED AT 345 OCEAN DRIVE, # 515, MIAMI BEACH, FLORIDA 33139, TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE:



SAMIR TAHAN

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

DATED May 19, 2000



JOSEPH KLOENNE, REGISTERED AGENT

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