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Florida Department of State

Division of Corporations

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FLORIDA PROFIT CORPORATION OR P.A.

TERRA INTERNATIONAL DISTRIBUTORS,INC.

Certificate of Status	0
Certified Copy	1
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N. Culligan OCT - 9 2000

FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

October 9, 2000

LAZARUS

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SUBJECT: TERRA INTERNATIONAL DISTRIBUTORS, INC.
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We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

The undersigned subscriber of these Articles of Incorporation, a natural person, competent to contract, hereby forms a corporation under the Laws of the State of Florida.

ARTICLE I

NAME

The name of the Corporation shall be:

TERRA INTERNATIONAL DISTRIBUTORS, INC.

PRINCIPAL ADDRESS: 1001 N. AMERICA WAY SUITE 113 MIAMI, FL 33132

ARTICLE II

PURPOSES

The purpose for which the Corporation is formed and the business and objects to be carried on and promoted by it are as follows:

a) To transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act.

b) To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE III

CAPITAL STOCK

The maximum number of shares that this corporation is to have outstanding at any one time is Three hundreds (300) shares common stock, having a nominal or par Value of One Dollar ($1.00) per share. The consideration to be paid for each share shall be fixed by the board of directors, but in no event shall be less than $1.00.

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ARTICLE IV

TERM

This corporation shall commence on the date of the filing of these Articles of Incorporation and shall have perpetual existence.

ARTICLE V

REGISTERED AGENT AND REGISTERED OFFICE

The Registered Agent of this corporation shall be Roberto Garofalo, and the Registered Office shall be located at: 1001 N. America Way. Ste 113 Miami FL 33132.

Or at such other place as the Board of Directors shall from time to time direct, with appropriate notice being given to the Secretary of State in accordance with Law.
The aforementioned location also constitutes the principal office.

ARTICLE VI

DIRECTORS

This corporation shall have not less than one or more than three directors, as set forth in the By-laws. The name and street address of the first board of directors of this corporation who, subject to this Articles of Incorporation, By-laws of this corporation, and the laws of the State of Florida, shall hold office until his successors have been elected and qualified, is:

NAME STREET ADDRESS

Roberto Garofalo - 1001 N. America Way. Ste 113. Miami FL 33132

Leonardo Macias - 11352 Quail Roost Dr. Miami FL 33157

Marzio Senetiner - 1001 N America Way. Ste 113 - Miami FL 33132

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ARTICLE VII

INSPECTION OF BOOKS AND RECORDS

The corporation shall from time to time determine whether and to what extent and at what times and place and under what conditions and regulations that accounts and books of the corporation (other than the stock book) or any of them shall be open to inspections of shareholders shall have the right of inspecting any account, book or document of this corporation except as conferred by statue, unless authorized by a resolution of the shareholders of the board of directors.

ARTICLE VIII

INDEMNIFICATION OF OFFICERS AND DIRECTORS

Every officer and every director of the corporation shall be indemnified by the corporation, as permitted by law, against all expenses and liability, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding to which he may be a party or which he may become involved by reason of his being or having been an officer or director of the corporation, whether or not he is an officer or director at the time such expenses are incurred, The foregoing rights of indemnification shall be in addition to and not exclusive of all others rights to which such officer or directors may be entitled.

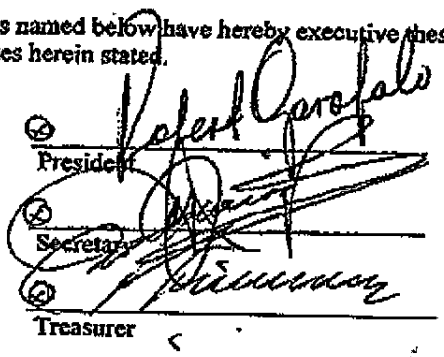
ARTICLE IX

TELEPHONE MEETING AUTHORIZATION

Member of the board of directors or any executive committee designed by the boar of directors in accordance with the law shall be deemed present at any meeting of the board of directors or executive committee, as the case may be, if a conference telephone or similar communications equipment by means of which all persons participating in the meeting can heard or be heard by all other persons, is used.

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IN WITNESS WHEREOF, the parties named below have hereby executive these Articles of Incorporation for the uses and purposes herein stated.



President

Secretary

Treasurer

STATE OF FLORIDA)
)
COUNTY OF DADE)

I HEREBY CERTIFY that on this day, before me, Notary Public duly authorized in the State and County name above to take acknowledgment, personally appeared:

_____

_____

to me know to be the person(s) describe as subscriber(s) to the foregoing Articles of Incorporation, in and who executed the same, and acknowledged before me that they executed the same freely and voluntarily, for the uses and purposes therein expressed.

WITNESS my hand and official seal at Dade County, Florida, this _____ day of _____, 199 .

_____
Notary Public of the STATE OF FLORIDA AT LARGE

My commission expires:

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CERTIFICATE OF DESIGNATION OF

REGISTERED AGENT/REGISTERED OFFICE

PERSUANT TO THE PROVISION OF SECTION 6070501 OR6170501 FLORIDA STATUTES THE UNDERSIGNED CORPORATION ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Corporation is:
Terra International Distributors Inc.

2. The name and address of the registered agent and office is:
Robert Graefalo

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate I hereby accept the appointment as registered agent and agree to act in this capacity I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties and I am familiar with and accept the obligations of my position as registered agent.

⊗ Robert Graefalo

DIVISION OF CORPORATIONS , P O BOX 6327, TALLAHASSEE, FL.

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