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ACCOUNT NO. : 072100000032

REFERENCE : 591716 10808A

AUTHORIZATION :

COST LIMIT : \$ PPD

FILED
02 MAY 24 PM 3:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : May 22, 2002

ORDER TIME : 3:09 PM

ORDER NO. : 591716-020

CUSTOMER NO: 10808A

CUSTOMER: Ronald G. Baker, Esq
Russo & Baker, P.a.
Suite 201
2655 Lejeune Road
Miami, FL 33134

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****185.00 ****185.00

DOMESTIC AMENDMENT FILING

NAME: TERRAINVEST

W002-15025

XX ARTICLES OF CORRECTION
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sara Lea -- EXT# 1114

EXAMINER'S SIGNATURE

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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02 MAY 22 PM 3:28



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

May 23, 2002

CSC

SUBJECT: TERRAINVEST LLC
Ref. Number: W02000015025

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We have received your document for TERRAINVEST LLC and your check(s) totaling \$185.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

PLEASE CORRECT ARTICLE VIII. A LIMITED LIABILITY COMPANY MUST BE EITHER MANAGER MANAGED OR MEMBER MANAGED NOT BOTH.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6094.

Agnes Lunt
Document Specialist

Letter Number: 002A00033377

RESUBMIT
Please give original
submission date as file date.

RECEIVED
02 MAY 24 PM 1:18
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED
02 MAY 24 PM 3:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA**CERTIFICATE OF CONVERSION**

Pursuant to section 608.439, Florida Statutes, the following unincorporated business entity hereby submits the attached articles of organization and this certificate of conversion to convert to a Florida liability company:

FIRST: The name of the unincorporated business immediately prior to filing this document was:

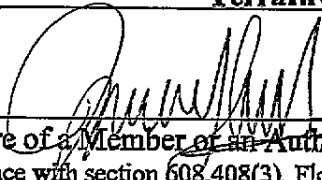
TerraInvest, an unincorporated division of Chiroussot-Chambeaux & Associates, Inc.

SECOND: The date on which and the jurisdiction in which the unincorporated business was first created or otherwise came into being are:

- A. Date: June 1, 1998
B. Jurisdiction: Florida
C. If different from the above noted jurisdiction, the jurisdiction immediately prior to its conversion: _____.

THIRD: The name of the limited liability company as set forth in the attached articles of organization is:

TerraInvest, LLC


Signature of a Member or an Authorized Representative of a Member
(In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Philippe Chiroussot-Chambeaux, Authorized Representative
Name Typed or Printed

FILING FEES:

\$100.00 Filing Fee for Articles of Organization
\$ 25.00 Filing Fee for Registered Agent Designation
\$ 25.00 Filing Fee for Certificate of Conversion
\$ 30.00 Certified Copy (optional)
\$ 5.00 Certificate of Status (optional)

(Note: Section 608.439, F.S., does not provide for a corporation to convert to a limited liability company.)

**ARTICLES OF ORGANIZATION
OF
TERRAINVEST LLC**

The undersigned for the purpose of converting an unincorporated business entity into a limited liability company under the laws of Florida, hereby adopt the following Articles of Organization:

Article I

Name

The name of the limited liability company is:

TERRAINVEST LLC

Article II

Conversion

These Articles of Organization are being filed in connection with and simultaneously with the Certificate of Conversion of TERRAINVEST, an unincorporated division of Chiroussot-Chambeaux & Associates, Inc., a Florida corporation. Pursuant to Florida Statute Section 608.439, and pursuant to these Articles of Organization and the Certificate of Conversion, TERRAINVEST, has been converted on the date hereof into a Florida limited liability company under the name of "TERRAINVEST LLC" (the "Company").

Article III

Existence and Duration

Pursuant to Section 608.439(4), Florida Statutes, the existence of the Company shall be deemed to have commenced on June 1, 1998, the date the division of Chiroussot-Chambeaux & Associates, Inc. came into being.

The duration of the Company shall be perpetual.

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TALLAHASSEE, FLORIDA

Article IV
Nature of Business

This Company is organized for the purpose of engaging in any lawful activities, and doing all other things which may be necessary or desirable in connection therewith.

Article V
Mailing Address

The mailing address and the street address of the Company's principal office is

240 Crandon Blvd.
Suite 207
Key Biscayne, FL 33149

Article VI
Registered Office and Agent

The street address of the registered office of this Company is:

Ronald G. Baker, Esq.
2655 LeJeune Road, Suite 201
Coral Gables, FL 33134

Article VII
Members

The Sole Member of the Company and its mailing address at the time of the filing of the Certificate of Conversion is:

Chiroussot-Chambeaux & Associates, Inc.
240 Crandon Blvd.
Suite 207
Key Biscayne, FL 33149

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TALLAHASSEE, FLORIDA

Article VIII

MANAGER MANAGED

Unless otherwise provided in the Regulations and Operating Agreement, this Company shall be manager managed. The initial Manager shall be appointed by the Members in accordance with the Regulations and Operating Agreement.

Article IX
Amendment

This Company reserves the right to amend or repeal any provision contained in these Articles of Organization, and any right conferred upon the Members is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Authorized Representative hereby executes these Articles as of the 21 day of May, 2002.



Philippe Chiroussot-Chambeaux, Authorized Representative

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CLERK OF DISTRICT COURT
JACKSONVILLE, FLORIDA

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above stated Limited Liability Company, 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.

Ronald G. BakerDated: May 26, 2002

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