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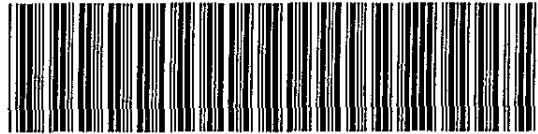
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03 JUL 18 AM 8:00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

HERMAN S. PAUL

ATTORNEY AT LAW
4981 ATLANTIC BOULEVARD, SUITE 4
JACKSONVILLE, FLORIDA 32207
(904) 858-9696

FAX (904) 858-4322

July 16, 2003

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

FILED
03 JUL 18 AM 8:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: Articles of Incorporation
TERRA INTERNATIONAL PROPERTIES, L.L.C.

Dear Sir or Madam:

Enclosed herewith please find an original and one copy of the Articles of Organization and Designation of Registered Agent for the above referenced company. My check for \$ 155.00 in payment of your filing fee is also enclosed.

Once filed, please return to me a certified copy of the Articles of Organization showing that the articles have been filed.

Thank you for your assistance.

Very sincerely yours,

Herman S. Paul/mjp

Herman S. Paul

HSP/mjp

Enclosures-As Stated

**ARTICLES OF ORGANIZATION OF
TERRA INTERNATIONAL PROPERTIES, L.L.C.**

The undersigned certifies that he has formed a limited liability company for profit under the laws of the State of Florida. The following Articles provide for the formation, rights, privileges, and immunities thereof and shall serve as the Charter and authority for the conduct of business of the limited liability company.

ARTICLE I

NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the limited liability company shall be TERRA INTERNATIONAL PROPERTIES, L.L.C., and its principal office shall be located at 51343 Range Road 231, Sherwood Park, Alberta, Canada T8B 1K7, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate.

ARTICLE II

PURPOSES AND POWERS

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.

2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.

3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of an person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these

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Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired. ==

4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel, or rescind any of such contracts.

5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida. providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

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Nothing contained in the Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise, or do.

ARTICLE III

EXERCISE OF POWERS

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the members of this limited liability company. This Article may be amended from time to time in the regulations of the limited liability company by a unanimous vote of the members of the limited liability company.

ARTICLE IV

MANAGEMENT

This limited liability company shall be managed by two managers. The name and address of the person who shall serve until the first annual meeting of members or until a successor or successors are elected and qualified is as follows:

WILLIAM G. ORR
51343 Range Road 231
Sherwood Park
Alberta, Canada T8B 1K7

This Article may be amended from time to time in the regulations of the limited liability company by a unanimous vote of the members of the limited liability company.

ARTICLE V

MEMBERSHIP RESTRICTIONS

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

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TALLAHASSEE, FLORIDA

A member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent all members.

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business on unanimous consent of the remaining members.

ARTICLE VI

CAPITAL CONTRIBUTIONS

A capital contributions in the amount of \$ 2,000.00 shall be paid to the limited liability company by the members. Additional contributions will be made as required for investment purposes, as determined by unanimous consent of the members. Members will make contributions in equal shares.

ARTICLE VII

PROFITS AND LOSSES

(a) *Profit Sharing.* The members shall be entitled to the net profits arising from the operation of the limited liability company business that remain after the payment of the expenses of conducting the business of the limited liability company. Each member shall be entitled to an equal distributive share of the profits. The distributive share of the profits shall be determined and paid to the members each year on the anniversary date of the commencement of business of the limited liability company, the month and day of the commencement date being May 1, 2003.

(b) *Losses.* All losses that occur in the operation of the limited liability company business shall be paid out of the capital of the limited liability company and the profits of the business, or, if these sources are insufficient to cover such losses, by the members in equal shares.

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TALLAHASSEE, FLORIDA

ARTICLE VIII

DURATION

This limited liability company shall exist for thirty (30) years or until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

ARTICLE IX

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the limited liability company is 4981 Atlantic Blvd., Suite 4, Jacksonville, Florida 32207, and the name of the company's initial registered agent at that address is Herman S. Paul.

The undersigned, being the original member of the limited liability company, certifies that this instrument constitutes the proposed Articles of Organization of TERRA INTERNATIONAL PROPERTIES, L.L.C.

Executed by the undersigned at Jacksonville, Duval County, Florida, on July 16, 2003.

William G. Orr
WILLIAM G. ORR

Ruth M. Hughes
RUTH M. HUGHES

16th The foregoing instrument was acknowledged before me this day of July, 2003, by WILLIAM G. ORR, agent on behalf of TERRA INTERNATIONAL PROPERTIES, L.L.C., a limited liability company. He is personally known to me or has produced _____ as identification.

Patricia J. Peters
Notary Public, State of Florida

My Commission Expires:

(Seal)

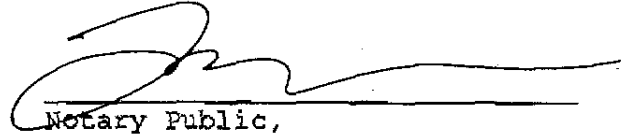


Patricia J. Peters
MY COMMISSION # OD118472 EXPIRES
August 18, 2006
BONDED THRU TROY FAIR INSURANCE, INC.

FILED

03 JUL 18 AM 8 00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The foregoing instrument was acknowledged before me this 15
day of July, 2003, by RUTH M. HUGHES, agent on behalf of TERRA
INTERNATIONAL PROPERTIES, L.L.C., a limited liability company. She
is personally known to me or has produced
ALABAMA DRIVER'S LICENSE 130636-236 TO ME as identification.


Notary Public,

My Commission Expires:

(Seal)

LORNE F. PENNER
Barrister & Solicitor

DESIGNATION OF REGISTERED AGENT AND OFFICE

State of Florida)
)
County of Duval)

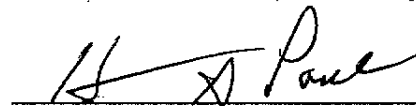
Pursuant to the provisions of Sections 608.415 and 608.407(1)(d) of the Florida Limited Liability Company Act, the limited liability company identified below submits the following statement in designating its registered office and registered agent in the State of Florida:

The name of the limited liability company is TERRA INTERNATIONAL PROPERTIES, L.L.C. —

The name of the registered agent for TERRA INTERNATIONAL PROPERTIES, L.L.C. is HERMAN S. PAUL and the street address of the company's principal office where the agent is located is 4981 Atlantic Boulevard, Suite 4, Jacksonville, Florida 32207.

This statement is to acknowledge that, as indicated above, TERRA INTERNATIONAL PROPERTIES, L.L.C., has appointed me, HERMAN S. PAUL, as its registered agent to accept service of process for the company at the place designated above in this certificate. I accept this 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. —

Dated July 16, 2003. —




HERMAN S. PAUL
As Registered Agent

The foregoing instrument was acknowledged before me this 16th day of July, 2003, by HERMAN S. PAUL, agent on behalf of TERRA INTERNATIONAL PROPERTIES, L.L.C., a limited liability company. He is personally known to me or has produced _____ as identification.



Patricia J. Peters
MY COMMISSION # DD118472 EXPIRES
August 18, 2006
BONDED THRU TROY FAIN INSURANCE, INC



Notary Public, State of Florida

My Commission Expires:
(Seal)

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TALLAHASSEE, FLORIDA
SECRETARY OF STATE