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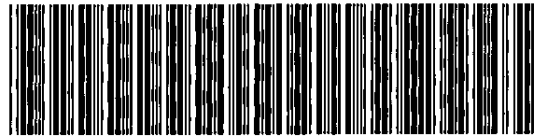
(Business Entity Name)

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**CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):**

1. Terra Conversions Group, LLC  
(Corporation Name) (Document #)

2. \_\_\_\_\_  
(Corporation Name) (Document #)

3. \_\_\_\_\_  
(Corporation Name) (Document #)

4. \_\_\_\_\_  
(Corporation Name) (Document #)

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**NEW FILINGS**

- ☐ Profit  
☐ Not for Profit  
☒ Limited Liability  
☒ Domestication  
☐ Other

**OTHER FILINGS**

- ☐ Annual Report  
☐ Fictitious Name

**AMENDMENTS**

- ☐ Amendment  
☐ Resignation of R.A., Officer/Director  
☐ Change of Registered Agent  
☐ Dissolution/Withdrawal  
☐ Merger

**REGISTRATION/QUALIFICATION**

- ☐ Foreign  
☐ Limited Partnership  
☐ Reinstatement  
☐ Trademark  
☐ Other

Examiner's Initials

## **ARTICLES OF ORGANIZATION**

### **ARTICLE I - Name**

The name of the limited liability company is Terra Conversions Group, LLC. (the "Company").

### **ARTICLE II - Address**

The mailing address and street address of the principal office of the Company is 801 Brickell Avenue, Suite 930, Miami, Florida 33131.

### **ARTICLE III - Registered Agent**

The name and street address of the registered agent of the Company in the state of Florida is Robert M. Haber, Esq., Freeman, Haber, Rojas & Stanham, LLP., 520 Brickell Key Drive, Suite O-305, Miami, Florida 33131.

### **ARTICLE IV - Management**

The Company is to be managed by its members.

### **ARTICLE V - Duration**

The period of duration for the Company shall be perpetual.

### **ARTICLE VI - Admission of Additional Members**

The members will have the right to admit additional members.

### **ARTICLE VII - Members Right to Continue Business**

The remaining members of the Company will have the right to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Company.

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In accordance with Florida Statutes, Section 608.408(3), the undersigned, as the authorized representative of a member by his execution below, hereby affirms under penalties of perjury that the facts stated herein are true.

June 2, 2006

  
\_\_\_\_\_  
Robert M. Haber

Instrument prepared by:  
Robert M. Haber, Esq.  
Freeman, Haber, Rojas & Stanham, LLP.  
520 Brickell Key Drive, Suite O-305  
Miami, Florida 33131

**STATEMENT AND ACCEPTANCE OF  
DESIGNATION OF REGISTERED AGENT**

Pursuant to the provisions of Florida Statutes, Section 608.415, the undersigned, as registered agent designated by Terra Conversions Group, LLC., hereby submits the following statement:


1. The name of the limited liability company is:

Terra Conversions Group, LLC.

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

Robert M. Haber, Esq.  
Freeman, Haber, Rojas & Stanham, LLP.  
520 Brickell Key Drive, Suite O-305  
Miami, Florida 33131

Having been designated as registered agent and to accept service of process for the above state limited liability company at the place designated in this statement, 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 M. Haber

June 2, 2006