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**FLORIDA/FOREIGN LIMITED LIABILITY CO.**

**TERRA LANDHOLDING, LLC**

Certificate of Status	0
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## ARTICLES OF ORGANIZATION

### OF

### Terra Landholding, LLC

These Articles of Organization of a Limited Liability Company under Florida Statutes Chapter 608 are made and entered into as of the 9th day of August, 2006.

1. Name. The name of the limited liability company is Terra Landholding, LLC.
2. Duration. The company shall have a duration of thirty (30) years from the date hereof, unless earlier terminated in accordance with Florida Statutes Chapter 608.

3. Address. The address of the company's principal office shall be:

17070 Collins Avenue, Suite 256  
Sunny Isles Beach, Florida 33160

4. Registered Agent and Address. The initial registered agent of the company is Carlos J. Villanueva, P.A., the address of which is:

17070 Collins Avenue  
Suite 256  
Sunny Isles Beach, Florida 33160.

5. New Members. The member(s) may admit new members upon agreement of the members upon terms determined hereafter by the members.

6. Continuation. Upon occurrence of an event listed in Florida Statute 608.407(1)(d), the then existing and/or non-bankrupt members may continue the business of the company, if all agree to do so.

7. Members and Management. The company shall be managed by its designated manager until the first annual meeting of the members or until a successor is elected and qualifies. The designated manager's name and address is as follows:

Jans Rovira      Managing Member      2701 South Bayshore Dr. Suite 403,  
Miami Florida 33133.

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**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 608.415, Florida Statutes, the undersigned limited liability company submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the limited liability company is:

**Terra Landholding, LLC**

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

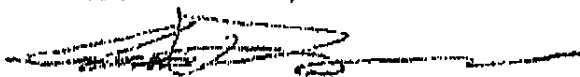
**Carlos J. Villanueva, P.A.  
17070 Collins Avenue  
Suite 256  
Sunny Isles Beach, Florida 33160**

Having been named as registered agent and to accept service of process for the above stated limited liability company 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.

Dated as of the 9th day of August, 2006.

SIGNED:

Carlos J. Villanueva, P.A.



BY:

Carlos J. Villanueva, President of  
Carlos J. Villanueva, P.A.

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