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From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 634-3694
Fax Number : (305) 633-9696

FLORIDA/FOREIGN LIMITED LIABILITY CO.


terra holdings, llc

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J. BRYAN AUG 17 2006

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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 as provided for in Chapter 608, F.S.



Registered Agent's Signature

**ARTICLE IV
MANAGEMENT**

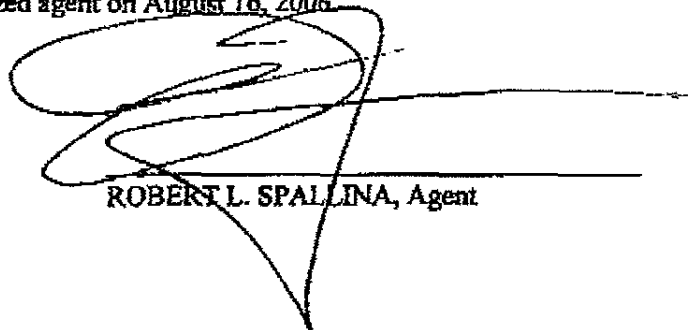
The Company is to be a manager-managed Company.

**ARTICLE V
DURATION**

The period of the duration of this corporation shall be perpetual, unless sooner terminated by operation of law or agreement among the Company's members.

-000-

Executed by the undersigned authorized agent on August 16, 2006



ROBERT L. SPALLINA, Agent

Robert L. Spallina, Esq.
Teschler Gutter Chaves Josepher Rubin Ruffin & Forman, PA
2101 Corporate Blvd., Suite 107
Boca Raton, Florida 33431
(561) 998-7847
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