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TRANSMITTAL LETTER

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

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-07/05/00--01078--015  
\*\*\*\*\*78.75 \*\*\*\*\*78.25

SUBJECT: TERRA HOLDINGS INC.

Enclosed is an original and one (1) copy of the articles of incorporation and a check for:

- \$70.00 Filing Fee
- \$78.25 Filing Fee & Certificate of Status

\$78.25 Filing Fee & Certified copy	\$87.50 Filing Fee, Certified Copy & Certificate of Status
<b>ADDITIONAL COPY REQUIRED</b>	

FILED  
00 JUL -5 PM 2:27  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Handwritten initials and date: 7-7-00

**ARTICLES OF INCORPORATION**

*The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.*

**ARTICLE I NAME**

The name of the corporation shall be:  
**Terra Holdings Inc.**

**ARTICLE II PRINCIPAL OFFICE**

The principal place of business and mailing address of this corporation shall be:  
**292, South County Road, Suite 109  
PALM BEACH, FL 33480**

**ARTICLE III SHARES**

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:  
**1,000,000 SHARES**


**ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS**

The name and Florida street address of the initial registered agent is:  
**MR. AMAL RAMPADARUTH  
292 SOUTH COUNTY RD. SUITE 109  
PALM BEACH, FL 33480**

**FILED**  
**00 JUL -5 PM 2:27**  
**SECRETARIAT OF STATE**  
**TALLAHASSEE, FLORIDA**

**ARTICLE V INCORPORATOR**


The name and address of the incorporator to these Articles of Incorporation are:  
**MR. JADOMANEE RAMPADARUTH  
292 SOUTH COUNTY ROAD, SUITE 109  
PALM BEACH, FL 33480**

  
J. Rampadaruth, Incorporator

6/29/2000  
Date

(An additional article must be added if an effective date is requested.)

Having been named agent and to accept service of process for the above stated corporation 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.

  
Amal Rampadaruth, Registered Agent

June 29th 2000  
Date