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950 South Winter Park Drive, Suite 200 Casselberry, Florida 32707 *Tel (407) 834-5991 Fax (407) 767-7191*

July 31, 2000

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SECRETARISSEE HORION

VIA UPS NEXT DAY DELIVERY

Florida Department of State Division of Corporations 409 East Gaines Street Tallahassee, FL 32399

Re: Terroir, Inc.

800003342358--5 -08/01/00--01071--012 *****78.75 ******78.75

Dear Sir/Madam:

Enclosed please find an original and one copy of the executed Articles of Incorporation and Certificate of Acceptance of Registered Agent for the above-referenced corporation for filing. Also enclosed is this firm's check in the amount of \$78.75, made payable to the Florida Secretary of State, to cover the following costs:

Filing Fee for Articles of Incorporation	\$ 35.00
Registered Agent Fee Certified Copy Fee	\$ 35.00
TOTAT.	\$ 8.75 \$ 78.75

Please forward the certified copy of the Articles of Incorporation to the undersigned.

Thank you for your assistance, and should you require anything further, please feel free to contact me.

Sincerely,

Mark J// Chmielarski, Esquire

Enclosures

C: Timothy and Mary Ann Seaman

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ARTICLES OF INCORPORATION

<u>OF</u>

TERROIR, INC.

ARTICLE I

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SECRIMANSEE, FLORIDA

<u>NAME AND EXISTENCE</u>. The name of this corporation is **Terroir**, **Inc.** (hereinafter referenced as the "Corporation"), and the Corporation shall have perpetual existence.

ARTICLE II

BUSINESS AND ACTIVITIES. The Corporation may, and is organized and authorized to, engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III

CAPITAL STOCK. The maximum number of shares of stock that the Corporation is authorized to have outstanding at any one time is one thousand (1,000) shares of common stock having a par value of \$0.01 per share, with the consideration to be paid for each share to be in money, property or services, as may be fixed by the Board of Directors.

ARTICLE IV

MAILING ADDRESS AND PRINCIPAL PLACE OF BUSINESS. The mailing address and the address of the principal place of business of the Corporation is 10544 Emerald Chase Drive, Orlando, Florida 32836.

<u>ARTICLE V</u>

INITIAL REGISTERED OFFICE AND AGENT. The street address of the initial registered office of this corporation is 950 South Winter Park Drive, Suite 200, Casselberry, Florida 32707, and the name of the initial registered agent of this corporation at that address is Mark J. Chmielarski, Esquire.

ARTICLE VI

INCORPORATOR. The Incorporator of the Corporation is Mark J. Chmielarski, Esquire, whose business address is 950 South Winter Park Drive, Suite 200, Casselberry, Florida 32707.

ARTICLE VII

NUMBER OF DIRECTORS. The Board of Directors of the Corporation shall consist of one or more directors, the exact number of which shall be the number of directors from time to time fixed by the Board of Directors or the stockholders in accordance with the Bylaws of the corporation. Directors, as such, shall receive such compensation for their services, if any, as may be set by the Board of Directors at an annual or special meeting. The directors may authorize and require the payment of the reasonable expenses incurred by directors in attending meetings of the directors. Nothing in this Article shall be construed to preclude a director from serving the corporation in any other capacity and receiving compensation therefor.

ARTICLE VIII

INITIAL BOARD OF DIRECTORS. The name and street address of each member of the Corporation's initial Board of Directors are as follows:

1. Timothy Seaman, 10544 Emerald Chase Drive, Orlando, FL 32836; and

Maryann Seaman, 10544 Emerald Chase Drive, Orlando, FL 32836.

ARTICLE IX

AMENDMENT. These Articles of Incorporation may be amended as provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stock issued and entitled to be voted, unless all of the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, I, the undersigned, have executed these Articles of Incorporation for the uses and purposes stated herein this 3/57 day of July, 2000.

Mark J. Chrotelarski, as Incorporator of Terroir, Inc.

CERTIFICATE OF ACCEPTANCE OF REGISTERED AGENT

Having been designated as the Registered Agent for Terroir, Inc., I hereby accept the designation and agree to act as the Registered Agent of said corporation.

Dated this 315T day of July, 200	o. , , , ,	
The state of the s	lill Churchaunt	O TAL
Mark	J. Chmielarski, Esquire	OO AUG
950 S	South Winter Park Drive, Suite 200	
Casse	elberry, FL 32707	
STATE OF FLORIDA		
COUNTY OF Seminal	<u>a yang saman na manang saman </u>	MIO: 19
Sworn to and subscribed before me this 3	day of <u>July, 2000,</u> by <u>Mark J. Chmiela</u>	L-B
		,
Denise L Dickman MY COMMISSION # CC745512 EXPIRES May 31, 2002 BONDED THRU TROY FAIN INSURANCE, INC.	Denoi Z. Dur Signature of Notary Public	<u></u> <u></u>
William Political High Land Market and Market	Denise L. Dickman Printed, typed, or stamp commissioned name	of Notary D.L.U.
		Of Notary Public
Check One: Personally known to me, O	Produced Identification	
Identification Produced (if applicable):	And the second	ş — ——— , , , , ,