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DAVID F. WILSEY

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Also Certified
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Of Counsel
ROBERT W. FISHER
W. JOSEPH REYNOLDS

August 7, 2000

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

Re: Terra Ceia Holding Company
Articles of Incorporation

Dear Sir or Madam:

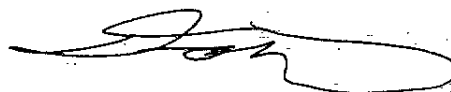
Enclosed are the Articles of Incorporation of the above-referenced corporation, along with our firm's check in the amount of \$78.75 for the corporate filing fees as follows:

| | | |
|-------------------------------|-----------------|-----------------------|
| Profit corporation filing fee | \$ 35.00 | 000003351120--5 |
| Registered Agent Designation | 35.00 | -08/09/00-01080-008 |
| Certified copy | 8.75 | *****78.75 *****78.75 |
| | <u>\$ 78.75</u> | |

After the filing of these Articles of Incorporation, please return a certified copy to me for delivery to my client.

Thank you for your assistance.

Sincerely,



DAVID F. WILSEY

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DIVISION OF CORPORATIONS
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Enclosures

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B. McKnight AUG 15 2000

ARTICLES OF INCORPORATION
OF
TERRA CEIA HOLDING COMPANY

The undersigned incorporator hereby executes and acknowledges these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

ARTICLE I

The name of this Corporation shall be TERRA CEIA HOLDING COMPANY and it shall have perpetual existence.

ARTICLE II

The general nature of the business of the corporation is to engage in the transaction of any and all lawful business for which corporations may be incorporated under Florida Statute 607.

ARTICLE III

The authorized capital stock of the corporation shall be of one class of voting stock consisting of 1,000 shares of common stock of a par value of \$1.00 per share.

ARTICLE IV

The amount of capital with which the corporation shall begin business shall be the sum of \$1,000.00

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ARTICLE V

The designated principal office of the corporation shall be 104 Terra Ceia Road, Terra Ceia, Florida 34250. The registered agent of the corporation shall be MICHAEL GEORGE, whose address is 3207 Ellenton-Gillette Road, Palmetto, Florida 34221. The principal office and mailing address of the corporation is 104 Terra Ceia Road, Terra Ceia, Florida 34250.

ARTICLE VI

The number of Directors of the corporation shall be one (1) in number, which may be increased or decreased by vote of the stockholders but shall never be less than one (1) nor more than seven (7). The subscriber and Director of the corporation is KENNETH PENNINGTON, whose address is 5263 Buffalo Road, Erie, Colorado 80516. The officers of the corporation shall be elected at the first meeting of the Directors.

ARTICLE VII

The corporate existence shall commence as of the date of subscription and acknowledgment of these Articles of Incorporation if these Articles are filed with the Secretary of State of Florida within five (5) days of such date (exclusive of legal holidays) or if not so filed, then on the date same are filed.

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR SERVICE OF PROCESS WITHIN THIS
STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First: That TERRA CEIA HOLDING COMPANY desiring to organize under the laws of the State of Florida with its principal office and designated registered office, as indicated in the Articles of Incorporation, at 104 Terra Ceia Road, Terra Ceia, Manatee County, State of Florida, has named MICHAEL GEORGE, whose address is 3207 Ellenton-Gillette Road, Palmetto, Florida 34221, as its agent to accept service of process within this State.

TERRA CEIA HOLDING COMPANY


KENNETH W. PENNINGTON
Incorporator

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and to comply with the provision of said Act relative to keeping open said office.


MICHAEL GEORGE

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