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Florida Department of State
Division of Corporations
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To: Division of Corporations
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

terra mar financial corp.

Certificate of Status	0
Certified Copy	1
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ARTICLES OF INCORPORATION

OF

TERRA MAR FINANCIAL CORP.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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KNOW ALL MEN BY THESE PRESENTS: That the undersigned person,
- acting as incorporator of a corporation under the Florida General
Corporation Act, adopts the following Articles of Incorporation for
such corporation:

ARTICLE I - NAME OF CORPORATION

The name of the corporation shall be TERRA MAR FINANCIAL
CORP.

ARTICLE II - DURATION OF EXISTENCE

This corporation shall exist perpetually, commencing on the
date these Articles are filed in the Office of the Secretary of
State.

ARTICLE III - PLACE OF BUSINESS

The corporation's principal place of business shall be 517
S.W. First Avenue, Fort Lauderdale, Florida 33301.

ARTICLE IV - GENERAL PURPOSES

The purpose of this corporation is to engage in any activities
or lawful business permitted for corporations under both the laws
of the United States of America and the State of Florida.

ARTICLE V - CAPITAL STOCK

(I) The corporation shall have authority to issue ten
thousand shares (10,000) of common stock, all of one class, with a

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Prepared by:

Glenn R. Moe, P.A.
517 S.W. First Av
Ft. Lauderdale, FL 33301
(954) 524-4141
Fla. Bar No. 229119

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par value of One Dollar (\$1.00) per share.

(II) All or any portion of the capital stock may be issued in payment for real or personal property, services, or any other right or thing having a value, in the judgment of the Board of Directors, at least equivalent to the full value of stock to be issued as hereinafter set forth, and when so issued, shall become and be fully paid and non-assessable, the same as though paid for in cash; and the Directors shall be the sole judges of the value of any property, right or thing acquired in exchange for capital stock, and their judgment of such value shall be conclusive and binding upon the present subscribers or future stockholders of the corporation.

ARTICLE VI - REGISTERED OFFICE AND AGENT

The address of the initial registered office is 517 S.W. First Avenue, Fort Lauderdale, Florida 33301, and the name of its initial registered agent at said address is Glenn R. Mee.

ARTICLE VII - BOARD OF DIRECTORS

(I) The corporation shall have a minimum of one (1) director, and shall have one (1) director initially. The number of directors may be increased from time to time by amendment of the By-Laws.

(II) The name and address of the person who is to serve as director until the first annual meeting of shareholders or until its successors are elected and qualify, is:

Glenn R. Mee
517 S.W. First Avenue, Fort Lauderdale, FL 33301

Prepared by:

Glenn R. Mee, P.A.
517 S.W. First Av
Fort Lauderdale, FL 33301
(954) 524-4141
Fla. Bar No. 239119

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ARTICLE VIII - INCORPORATOR

The name and address of the incorporator of the corporation is
Glenn R. Mee, 517 S.W. First Avenue, Fort Lauderdale, FL 33301.

IN WITNESS WHEREOF, the undersigned incorporator has executed
the foregoing Articles of Incorporation this 1st day of
October, 2000.

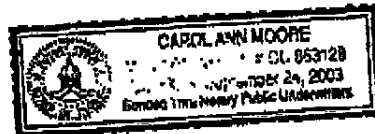

Glenn R. Mee

STATE OF FLORIDA
COUNTY OF BROWARD

THE FOREGOING Articles of Incorporation were acknowledged
before me this day by GLENN R. MEE who is personally known to me or
had produced a n/a as identification
and did take an oath.

WITNESS my hand and official seal in the County and State last
aforesaid this 1st day of October, 2000.


Notary Public
My Commission Expires:



Prepared by:

Glenn R. Mee, P.A.
517 S.W. First Av.
Ft. Lauderdale, FL 33301
(954) 524-4141
Fla. Bar No. 233115

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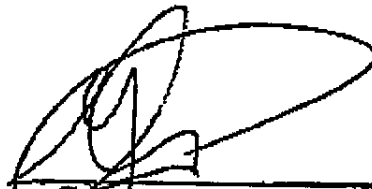
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN FLORIDA
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

The following is submitted, in compliance with Section 48.091,
 Florida Statutes,

THAT TERRA MAR FINANCIAL CORP., a corporation organizing under
 the laws of the State of Florida, has named GLENN R. MEE as its
 Registered Agent to accept service of process within this State,
 whose registered office is located at 517 S.W. First Avenue, Fort
 Lauderdale, Florida 33301.

ACKNOWLEDGMENT

Having been named to accept service of process for the above
 entitled corporation, at the place designated in this Certificate,
 I hereby accept to act in this capacity, and agree to comply with
 the provisions of said Act relative to the proper and complete
 performance of my duties.



GLENN R. MEE
 517 S.W. First Avenue
 Fort Lauderdale, FL 33301

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 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

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Prepared by:

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