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Florida Department of State
Division of Corporations
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FLORIDA PROFIT CORPORATION OR P.A.

TERRA MOBILE USA, INC.

Certificate of Status	0
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Page Count	02
Estimated Charge	\$78.75

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**ARTICLES OF INCORPORATION
OF
TERRA MOBILE USA, INC.**

ARTICLE I

The name of the corporation is TERRA MOBILE USA, INC. (the "Corporation")

ARTICLE II

The address of the principal office and the mailing address of the Corporation is 1221
Brickell Avenue, Miami, Florida, 33131.

ARTICLE III

This Corporation shall have authority to issue One Thousand (10,000) shares of Common
Stock having a par value of \$0.01 per share.

ARTICLE IV

The Corporation shall hold a special meeting of shareholders only:

- (1) On call of the Board of Directors or persons authorized to do so by the Corporation's
Bylaws; or
- (2) If the holders of not less than 50 percent of all votes entitled to be cast on any issue
proposed to be considered at the proposed special meeting sign, date, and deliver to the
Corporation's secretary one or more written demands for the meeting describing the purpose or
purposes for which it is to be held.

ARTICLE V

The name and address of the Corporation's initial registered office is Corpdirect
Agents, 103 N. Meridian St., Lower Level, Tallahassee, Florida 32301.

ARTICLE VI

The Board of Directors of the Corporation shall consist of at least one director, with the
exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws.
The number of Directors constituting the initial Board of Directors is three (3), and the names of
the members of the initial Board of Directors, who are to serve as the Corporation's directors
until successors are duly elected and qualified are:

Francisco Javier Fedriani Eznarriaga

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1221 Brickell Avenue
Miami, FL 33131

Juan Dato Solis
1221 Brickell Avenue
Miami, FL 33131

Eliseo Sanchez Trasobarez
1221 Brickell Avenue
Miami, FL 33131

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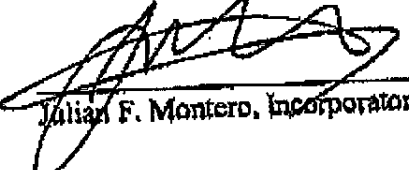
ARTICLE VII

The name of the Incorporator is Julian F. Montero and the address of the Incorporator is 1221 Brickell Avenue, Miami, Florida 33131.

ARTICLE VIII

This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.


IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 20th day of November, 2000.


Julian F. Montero, Incorporator

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of TERRA MOBILE USA, INC. hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes §607.0505.

CORPDIRECT AGENTS



as Agent for the Registered Agent

Dated: November 20, 2000

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