



New Horizons
Technologies International Inc.

PO00000112875

5449 S. Semoran Boulevard

Suite 233

Orlando, Florida 32822

(office) 407-736-9220

(fax) 407-736-9269

December 1, 2000

Florida Department of State
Division of Corporations
PO Box 6327
Tallahassee, Florida 32314

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-12/04/00--01109--002
*****78.75 *****78.75

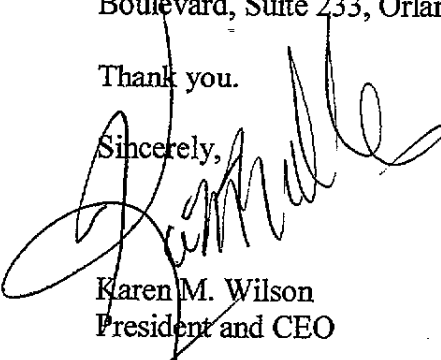
To Whom It May Concern:

Please find enclosed one original and one copy of Articles of Incorporation for Terra Comm, Inc. with our check in the amount of \$78.75 for filing fees, designation of the Registered Agent and a certified copy of the Articles of Incorporation.

Please return one certified copy of the Articles of Incorporation to Lynn Sandford, Director of Administration, New Horizons Technologies International, Inc., 5449 South Semoran Boulevard, Suite 233, Orlando, Florida 32822.

Thank you.

Sincerely,


Karen M. Wilson
President and CEO

KMW/lis

Enclosures

FILED
00 DEC -4 AM 8:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Feb
12/11

ARTICLES OF INCORPORATION
OF
TERRA COMM, INC.

FILED
00 DEC -4 AM 8:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name of this Corporation is TERRA COMM, INC.

ARTICLE II

The Corporation may engage in any and all lawful businesses for which corporations may be incorporated under Chapter 607, Florida Statutes. While pursuing its purposes, the Corporation may exercise the powers granted now or in the future by Chapter 607, Florida Statutes, and by common law.

ARTICLE III

The aggregate number of shares which the Corporation shall have the authority to issue shall be 10,000,000 shares of common stock.

ARTICLE IV

The street address of the place of business of the Corporation is 5449 South Semoran Blvd., Suite 233, Orlando, Florida 32822. The address of the initial registered office maintained pursuant to Section 607.0501 F.S. is 5449 South Semoran Blvd., Suite 233, Orlando, Florida 32822 and the name of the Corporation's initial registered agent to receive service of process is Karen M. Wilson.

ARTICLE V

The number of Directors constituting the initial Board of Directors is four (4). The number of Directors may be changed by Resolution of the Directors as provided in the Bylaws. The names and addresses of the people who are to serve as Directors are:

<u>Name</u>	<u>Address</u>
Karen M. Wilson	5449 South Semoran Blvd., Suite 233 Orlando, FL 32822
Stephen C. Romeo	5449 South Semoran Blvd., Suite 233 Orlando, FL 32822
Lynn P. Sandford	5449 South Semoran Blvd., Suite 233 Orlando, FL 32822
Thomas P. Page	401 E. Robinson St., Suite 105 Orlando, FL 32801

ARTICLE VI

The name and address of the incorporator is Karen M. Wilson, 5449 South Semoran Blvd., Suite 233 Orlando, Florida 32822.

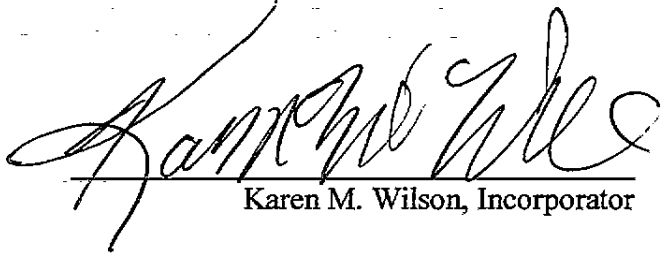
ARTICLE VII

It is the intention of the Corporation to indemnify its officers, directors, employees, and agents to the extent permitted by Section 607.0850, Florida Statutes.

ARTICLE VIII

The Corporation, its shareholders, or any combination of the Corporation and its shareholders, may enter into agreements limiting or restricting free transfer of shares of its capital stock. Any such agreements will be valid and enforceable among the parties to such agreements, and when the existence of such agreement is noted on the face or on the back of certificates representing any such shares, such agreement will be binding and enforceable upon any transferee or successor of any party to such agreement.

DATED: 12/11, 2000


Karen M. Wilson, Incorporator

STATE OF FLORIDA
COUNTY OF ORANGE

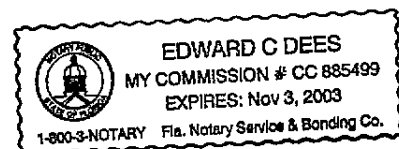
The foregoing instrument was acknowledged before me this 1 day of December, 2000, by KAREN M. WILSON, as Incorporator, of TERRA COMM, INC., a Florida corporation, on behalf of the corporation. She is personally known to me or has produced Drivers Lic. (type of identification) as identification and did (did not) take an oath.

(AFFIX NOTARY SEAL)


Notary Public, State of Florida

Printed Name: Edward C. DEES

My Commission Expires:



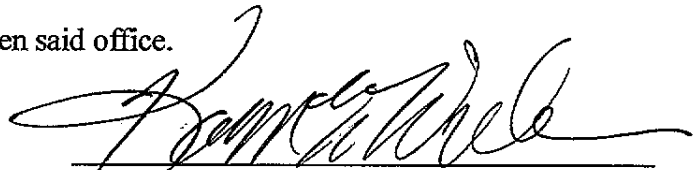
CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMOCILE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE, NAMING THE AGENT UPON
WHOM PROCESS MAY BE SERVED

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

That TERRA COMM, INC. desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation at 5449 South Semoran Blvd., Suite 233, Orlando, Orange County, Florida 32822, has named Karen M. Wilson, its agent to accept service to process within the State.

ACKNOWLEDGEMENT

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 agree to comply with the provisions of said Act relative to keeping open said office.



Karen M. Wilson, Registered Agent

FILED
00 DEC -4 AM 8:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA