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Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

200003963062--7
-04/06/01--01076--020
*****78.75 *****78.75

April 2, 2001

Re: ~~Terratech Consultants, Inc.~~

Dear Sir/Mam:

Enclosed you will find an original and a copy of the Articles of Incorporation of the above corporation, our check in the amount of \$78.75 and a self-addressed stamped envelope.

Please have the Articles of Incorporation filed and remit a copy to our office in the self-addressed stamped envelope enclosed herein for your convenience.

Should there be any questions relating to the foregoing, please feel free to contact the undersigned.

Sincerely,

Harvey D. Rogers, Esq.

HDR/em

Enclosures

2544
W01=8168

SECRETARY OF STATE
TALLAHASSEE FLORIDA
2001 MAY 30 PM 4:17

FILED

5/30/01



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

2001 MAY 30 PM 4:17
SECRETARY OF STATE
TALLAHASSEE FLORIDA

April 11, 2001

HARVEY D. ROGERS, ESQUIRE
COURTHOUSE PLAZA - SUITE 500
28 WEST FLAGLER STREET
MIAMI, FL 33130-1891

SUBJECT: TERRATECH CONSULTANTS, INC.
Ref. Number: W01000008168

We have received your document for TERRATECH CONSULTANTS, INC.. However, the document has not been filed and is being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6973.

Claretha Golden
Document Specialist
New Filings Section

Letter Number: 401A00021482

ARTICLES OF INCORPORATION
OF
Terra Tech Design Construction, Inc.

2001 MAY 30 PM 4: 17
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I

The name of this Corporation: *Terra Tech Design Construction, Inc.*

ARTICLE II

This Corporation is organized for the purpose of transacting and to engage in any activity or business permitted under the laws of the State of Florida and The United States of America.

ARTICLE III

This Corporation is authorized to issue 7,500 shares of common stock of One (\$ 1.00) Dollar par value. No other class of stock is authorized.

ARTICLE IV

The principal office, mailing address and the initial registered office of this Corporation is: 435 S.W. 19TH. Road Miami, Florida 33129, and the name of the initial registered agent of this Corporation, at the above address is: *Jorge Noya*.

ARTICLE V

This Corporation reserves the right to amend or repeal any provisions contained in these Articles or any amendment thereto, and rights conferred upon the shareholders is subject to this reservation. All corporate powers shall be exercised by, and the business and affairs of the Corporation shall be managed by a majority vote of the shareholders of this Corporation.

ARTICLE VI

This Corporation shall have Two (2) Director(s) initially. The number of the Directors may be either increased or decreased from time to time by the By-Laws of the Corporation, but shall never be less than One (1). The names and addresses of the initial Directors of this Corporation are:

NAME

ADDRESS

Jorge Noya

435 S.W. 19TH. Road Miami, Florida 33129

ARTICLE VII

The names and addresses of the persons signing these Articles of Incorporation are:

NAME

ADDRESS

Jorge Noya 435 S.W. 19TH. Road Miami, Florida 33129

ARTICLE VIII

The names and addresses of the initial Officers of this Corporation are:

NAME

ADDRESS

OFFICE

Jorge Noya 435 S.W. 19TH. Road Pres/Sec
Miami, Florida 33129

ARTICLE IX

This Corporation shall have all the corporate powers enumerated in the Florida General Corporation Act, and its amendments and modifications thereof. The Board of Directors and the Shareholders, by a majority vote, shall have the power to adopt, alter, amend or repeal the By-Laws of this Corporation in compliance with the Florida General Corporation Act.

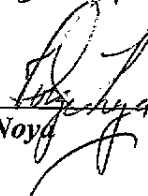
ARTICLE X

The Corporation shall indemnify all Officers or Directors, or any former Officer or Director, to the full extent permitted by law for all acts done or made on behalf of the Corporation.

ARTICLE XI

The Board of Directors of the Corporation may not authorize any mortgage or pledge of, or creation of a security interest in any property and assets of the Corporation for the purpose of securing the payment or performance of any obligation of the Corporation, without obtaining prior Shareholder approval of any and each such transaction by the vote or written consent of the holders of fifty one (51) percent of the shares of the Corporation entitled to vote thereon and not otherwise.

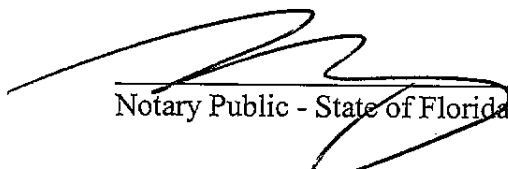
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 23rd day of May, 2001.



Jorge Noya

STATE OF FLORIDA }
 } S.S.
COUNTY OF MIAMI-DADE }

Sworn to and subscribed before me this 23 day of May, 2001, by: *Jorge Noya*, who did/did not take an oath.



Notary Public - State of Florida

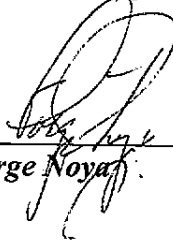
My Commission Expires On:
Personally Known: OR Produced Identification: _____
Identification Produced: _____

APPOINTMENT AND ACCEPTANCE AS RESIDENT AGENT

In pursuance of Chapter 48.081, Florida Statutes, the following is submitted in compliance with said Act:

That ***Terra Tech Design Construction, Inc.***, desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation in the City of Miami, Miami-Dade County, State of Florida, has named ***Jorge Noya***, as its resident agent for the Corporation which is located at: 435 S.W. 19TH. Road Miami, Florida 33129, as its agent to accept service of process within this State.

Terra Tech Design Construction, Inc.



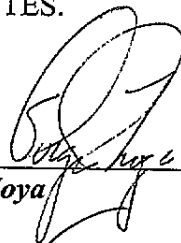
Jorge Noya

Title: President

Dated: 5/23/01

2001 MAY 30 PM 4:17
SECRETARY OF STATE
TALLAHASSEE FLORIDA

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED ALINE BUSINESS ORGANIZATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325 FLORIDA STATUTES.



Jorge Noya

Dated: 5/23/01