

PO1000086725

TRANSMITTAL LETTER

FILED
2001 SEP -4 PM 12:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Attn: Bobbie Cox
Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: Terraine, Inc.

300004558003--9
-08/27/01--01093--004
*****35.00 *****35.00

Enclosed is an original and one (1) copy of the Certificate of Domestication and a check for:

FEES:

Certificate of Domestication
Articles of Incorporation and Certified Copy
Total to domesticate and file

300004558003--9
-09/04/01--01005--007
\$50.00 *****93.75 *****93.75
\$78.75
\$128.75

Previously Forwarded Check in the amount of
Balance due to domesticate and file

\$35.00
\$93.75

FROM: George R. Arrants, Jr.
Wimberly Lawson Seale Wright & Daves, PLLC
550 Main Avenue, Suite 601
Knoxville, Tennessee 37902
(865) 546-1000

1001

BO 9/4

CERTIFICATE OF DOMESTICATION

The undersigned, **George R. Arrants, Jr., Assistant Secretary/Attorney of Terraine, Inc.**, a foreign Corporation, in accordance with F.S., 607.1801 does hereby certify:

1. The date on which corporation was first formed was JULY 10, 1995.
2. The jurisdiction where the above named corporation was first formed, incorporated, or otherwise came into being was **Tennessee.**
3. The name of the corporation immediately prior to the filing of this Certificate of Domestication was **Terraine, Inc.**
4. The name of the corporation, as set forth in its articles of incorporation, to be filed pursuant to s. 607.0202 and 607.0401 with this certificate is **Terraine, Inc.**
5. The jurisdiction that constituted the seat, siege, social principal place of business or central administration of the corporation, or any other equivalent thereto under applicable law immediately prior to the filing of the Certificate of Domestication was **Tennessee.**
6. Attached are Florida articles of incorporation to complete the domestication requirements pursuant to s. 607.1801.

I am **Assistant Secretary and Attorney**, of **Terraine, Inc.** and am authorized to sign this Certificate of Domestication on behalf of the corporation and have done so this **29th** day of **August**, 2001.


(Authorized Signature)

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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
(Pursuant to Chapter 607 and/or Chapter 621, F.S.)

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ARTICLE I - NAME

The name of the corporation shall be **Terraine, Inc.**

ARTICLE II - PRINCIPAL OFFICE

The principal place of business/mailling address of the corporation is:

Principal Place of Business: 2622 N.W. 97th Avenue
Miami, Florida 33172

Mailing Address: P. O. Box 226706
Miami, Florida 33122-6706

ARTICLE III - PURPOSE

The purpose for which the corporation is organized is to provide consultation environmental and remediation services and all other lawful business purposes.

ARTICLE IV - AUTHORIZED SHARES

The number of authorized shares of stock is One Hundred Thousand (100,000) all of the same class, having no par value which shares shall have unlimited voting rights and the right to receive the net assets of the corporation upon dissolution.

ARTICLE V - REGISTERED AGENT

The name and Florida street address of the registered agent is James L. Young, 2622 N.W. 97th Avenue, Miami, Florida 33172.

ARTICLE VI - INCORPORATOR

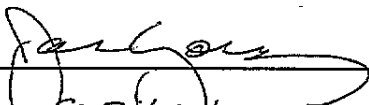
The name and address of the Incorporator is George R. Arrants, Jr., c/o Wimberly Lawson Seale Wright & Daves, PLLC, P. O. Box 2231, Knoxville, TN 37901-2231.

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with an accept the appointment as registered agent and agree to act in this capacity.

Registered Agent:

By: _____

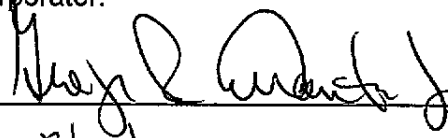
Date: _____


8-24-01

Incorporator:

By: _____

Date: _____


8/13/01