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To: Division of Corporations
Fax Number : (850) 205-0381

From: Account Name : FAS-T CORP. AGENTS, INC.
Account Number : 071001002335
Phone : (305) 599-0839
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EFFECTIVE DATE
11/7/01

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FLORIDA PROFIT CORPORATION OR P.A.

~~TERRA INVESTMENT COMPANY~~

Esperanza Investment Company.

Certificate of Status	0
Certified Copy	1
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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

November 9, 2001

FAS-T

SUBJECT: TERRA INVESTMENT COMPANY
REF: W01000025877

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FAX Aud. #: E01000113370
Letter Number: 801A00060913

ARTICLES OF INCORPORATION

EFFECTIVE DATE

11/7/01

The undersigned does hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

I.

The name of this corporation is:

ESPERANZA INVESTMENT COMPANY

II.

This corporation is authorized for the purpose of transacting any and all lawful business permitted under the laws of Florida.

III.

This corporation is authorized to issue 1,000 shares of \$1.00 par value common stock, which shall be designated as "common shares". All of said stock shall be payable in cash, property (real or personal) or labor or services in lieu thereof at just valuation to be fixed by the Board of Directors.

IV.

Except by otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the the outstanding Common shares.

This corporation shall commence its' existence on the 7th day of November, 2001 and shall exist perpetually thereafter unless sooner dissolved according to law.

Prepared by: Diaz & Associates, Inc.
780 N.W. 42nd Avenue, Ste 422
Miami, Florida 33126

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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

VI.

Every shareholder, upon the sale for cash of any new stocks of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the prices at which it is offered to others.

VII.

The street address of the initial office of this corporation is 5757 Collins Ave., Apt. 1904, Miami Beach, FL, 33140, the name of the initial registered agent is Esperanza Perez, whose address is 5757 Collins Ave., Apt. 1904, Miami Beach, FL 33140.

VIII.

This corporation shall have at least one director initially with the exact number of directors to be specified by the shareholders from time to time unless the shareholders shall by a majority vote, determine that the corporation be managed by the shareholders. The names and addresses of the initial directors of this corporation are:

Esperanza Perez
5757 Collins Ave., Apt. 1904
Miami Beach, FL 33140

IX.

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

Esperanza Perez
5757 Collins Ave., Apt. 1904
Miami Beach, FL 33140

ARTICLES OF INCORPORATION

X.

The corporation shall indemnify any officer or director an any former officer of director, to the fullest extent permitted by law wither now existing or hereafter enacted.

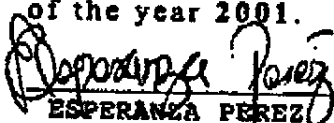
XI.

No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in, or are directors of officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this corporation who is also a director or an officer of such corporation or who it is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of his corporation which shall authorize any such contract of transaction with like force and effect as if he were not such director of officer of such other corporation, or not so interested.

ARTICLES OF INCORPORATIONXII.

The private of the stockholders shall not be subject to the payment or the corporate debts to any extent whatever. The corporation shall have a first lien on the shares of its' stockholders and upon the dividends due them for any indebtedness of such stockholders to the corporation.

IN WITNESS WHEREOF, the undersigned subscribers have execute these Articles of Incorporation this 7TH day of NOVEMBER of the year 2001.



ESPERANZA PEREZ

STATE OF FLORIDA)
SS:
COUNTY OF DADE)

BEFORE ME, A Notary Public authorized to take acknowledgments in the State of *Florida*, County of DADE, personally appeared, a ESPERANZA PEREZ, known to me and known by me to be the person(s) who executed the foregoing Articles of Incorporation, and they acknowledge before me that they executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State of *Florida* and County of *Dade*, this 7TH day of NOVEMBER, 2001.

My commission expires:

 Alma M Diaz
My Commission CCF00729
Expires December 7, 2001


NOTARY PUBLIC, STATE OF FLORIDA

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**CERTIFICATE DESIGNATING (OR CHANGING) PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED.**

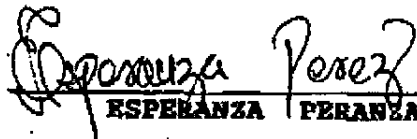
In pursuance of Chapter 607.34 Florida Statutes, the following is submitted, in compliance with said Act:

First - That **ESPERANZA INVESTMENT COMPANY**,
desiring to organize under the laws of the State of Florida with its
principal office, as indicated in the Articles of Incorporation at the
City of **MIAMI BEACH**, County of **DADE**, State of
Florida has named **ESPERANZA PEREZ**, at the following
address: **5757 COLLINS AVE., APT# 1904, MIAMI BCH, FLORIDA 33140**
as its' agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above state corporation, at place designated in this certificate. I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

Registered Agent:


ESPERANZA PEREZ

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