

PO200004390

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

From: Account Name : PAS-T CORP. AGENTS, INC.
Account Number : 071001002335
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SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 JAN 14 PM 1:41

FLORIDA PROFIT CORPORATION OR P.A.**TERRAGOLD CORP.**

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$78.75

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**ARTICLES OF INCORPORATION
OF
TERRAGOLD CORP.**

**Article I
Name**

The name of this corporation is: **TERRAGOLD CORP.**

**Article II
Principal Office Address**

The mailing address of the Corporation is:
3084 S.W. 27TH Avenue, #23
Coconut Grove, Florida 33133

**Article III
Capital Stock**

This corporation shall have the authority to issue 100 shares of common stock with a par value of \$1.00 per share.

**Article IV
Pre-Emptive Rights**

Every shareholder, upon the sale of any unissued stock of this corporation for cash, assets or other consideration, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

**Article V
Initial Registered Office and Agent**

The name and address of the registered agent of the Corporation is:

**CLAUDIO ADRIAN NAVAS
3084 S.W. 27TH Avenue, #23
Coconut Grove, Florida 33133**

Article VI
Incorporator

The name and address of the incorporator is:

KEVIN C. GUANAGA, ESQ.
ATTORNEY AT LAW
4201 S.W. 11TH STREET
MIAMI, FLORIDA 33134

Article VII
Initial Board of Directors

The name and address of the initial director of this corporation is:

CLAUDIO ADRIAN NAVAS
3084 S.W. 27TH Avenue, #23
Coconut Grove, Florida 33133

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

Article VIII
Indemnification

This corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

Article IX
Corporate Existence

These Articles of Incorporation shall become effective and the corporate existence will begin on January 14, 2002.

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IN WITNESS WHEREOF, the undersigned incorporator has executed these
Articles of Incorporation this 11th day of January, 2002.



Name of Incorporator
KEVIN C. GUANAGA

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DIVISION OF CORPORATIONS

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**

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Pursuant to the provisions of s607.0501, Florida Statutes, the undersigned corporation, organized pursuant under the laws of the State of Florida, submits the following statement in designating the registered office / registered agent, in the State of Florida.

The name of the Corporation is: **TERRAGOLD CORP.**

The name and address of the registered agent and office is:

CLAUDIO ADRIAN NAVAS
3084 S.W. 27TH Avenue, #23
Coconut Grove, Florida 33133

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



CLAUDIO ADRIAN NAVAS
By Kevin C. Guanaga as attorney-in-fact

Date: JANUARY 11, 2002.