

**POH000064540**

Florida Department of State  
Division of Corporations  
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To:  
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Account Name : EMPIRE CORPORATE KIT COMPANY  
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**FLORIDA PROFIT CORPORATION OR P.A.**

**TERRANOVA CAPITAL INVESTMENTS, INC.**

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$78.75

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**ARTICLE OF INCORPORATION OF  
TERRANOVA CAPITAL INVESTMENTS, INC.**

**ARTICLE I - NAME**

The name of the corporation shall be TERRANOVA CAPITAL INVESTMENTS, INC.

**ARTICLE II - CORPORATE EXISTENCE**

The existence of this corporation shall commence on the 10 day of June, 2002;  
provided that if such day be unauthorized under the law, then on the earliest day allowable  
pursuant to the laws of the State of Florida for the commencement of corporate existence. The  
duration of the corporation shall be perpetual.

**ARTICLE III - PURPOSE**

The nature of the business and the objects and purposes to be transacted, promoted, or  
carried on by the corporation are to engage in any lawful act, activity or business for which  
corporations may be organized under the laws of the State of Florida. Additionally, the  
corporation shall have all of the powers vested in a corporation organized under and existing by  
virtue of the laws of the State of Florida.

**ARTICLE IV - CAPITAL STOCK**

The capital stock authorized, the par value thereof, and the class of such stock shall be as  
follows:

**NUMBER OF SHARES  
AUTHORIZED**

100

**PAR VALUE  
PER SHARE**

\$1.00

**CLASS OF  
STOCK**

Common

**ARTICLE V - PRE-EMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock 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

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share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

#### **ARTICLE VI - PRINCIPAL OFFICE**

The principal place of business and mailing address of this corporation shall be: 2250 S.W. Third Avenue, Suite 202, Miami, FL 33129.

#### **ARTICLE VII - INITIAL REGISTERED OFFICE**

The Street Address of the initial registered office of this corporation and the name of the initial registered agent of this corporation at such address are as follows:

##### **REGISTERED AGENT**

Mike Menendez

##### **REGISTERED OFFICE**

2250 S.W. Third Avenue  
Suite 202  
Miami, FL 33129

#### **ARTICLE VIII - INITIAL BOARD OF DIRECTORS**

This Corporation shall have at least one director initially. The number of directors may be increased or diminished from time to time by the Bylaws but shall never be less than one.

#### **ARTICLE IX - INCORPORATOR**

The name and address of the person signing these articles is are as follows:

##### **NAME**

Mike Menendez

##### **ADDRESS**

2250 S.W. Third Avenue  
Suite 202  
Miami, FL 33129

#### **ARTICLE X - INDEMNIFICATION**

This corporation shall indemnify all officers and directors, and former officers and directors, to the fullest extent permitted by law as the law now exists or as may be amended hereafter.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of  
Incorporation this 10 day of June, 2002.

Incorporator:

  
Mike Menendez

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT THE PROVISIONS OF SECTION 607.0501 OF THE FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is **TERRANOVA CAPITAL INVESTMENTS, INC.**
2. The name and address of the registered agent and office is:

Mike Menendez  
2250 S.W. Third Avenue  
Suite 202  
Miami, FL 33129

Having been named registered agent and to accept service of process for the above-mentioned corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Signed this 10 day of June, 2002.

  
Mike Menendez

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