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McNair and Associates, P.A.
Certified Public Accountants

Taxes
Business Consulting
Auditing & Accounting
Financial & Estate Planning

cpa@we-provide-solutions.com
or visit our website at:
we-provide-solutions.com

Lake Center Suite 250
1250 S. U.S. Highway 17-92
Longwood, Florida 32750

(407) 830-5717
(407) 830-1601 FAX

July 02, 2002

Department of State
Division of Corporation
409 E. Gaines Street
Tallahassee, Florida 32399

400006234434--2
-07/05/02-01085-020
*****70.00 *****70.00

SUBJECT: Articles of Incorporation for Terra Development Consultants, Inc

Dear Secretary of State:

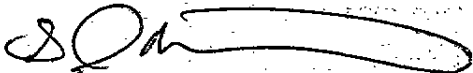
Enclosed is an original and one (1) copy of the Articles of Incorporation of Terra Development Consultants, Inc

Also find enclosed a check made payable to the Secretary of State in the amount of \$70 which includes the statutory filing fee and the fee for the registered agent. Your assistance in establishing this corporation is appreciated.

Please forward correspondence to:

Mr. Craig D. McNair
McNair and Associates, P.A.
1250 S. U.S. HWY. 17-92, Suite 250
Longwood, Florida 32750

Respectfully,



Craig D. McNair

enc.

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
02 JUL - AM 10:33

JUL 8

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ARTICLES OF INCORPORATION

OF

Terra Development Consultants, Inc.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation shall be: Terra Development Consultants, Inc.

ARTICLE II - PRINCIPLE OFFICE

The initial place of business and mailing address of this corporation shall be:

Terra Development Consultants, Inc.
1189 Clinging Vine Place
Winter Springs, Florida 32708

ARTICLE III - SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:
100,000 shares

ARTICLE IV - INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

Mr. Craig D. McNair
McNair and Associates, P.A.
1250 S. U.S. HWY. 17-92, Suite 250
Longwood, Florida 32750

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
02 JUL -5 AM 10:37

ARTICLE VI - DIRECTOR

The name and street address of the initial directors to serve until the corporation's first meeting is:

Craig D. McNair
McNair and Associates, P.A.
1250 S. U.S. HWY. 17-92, Suite 250
Longwood, Florida 32750

Gregory Boggs
C/O McNair and Associates, P.A.
1250 S. U.S. HWY. 17-92, Suite 250
Longwood, Florida 32750

ARTICLE VI - INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

Mr. Craig D. McNair
McNair and Associates, P.A.
1250 S. U.S. HWY. 17-92, Suite 250
Longwood, Florida 32750

The undersigned incorporator has executed these Articles of Incorporation on this the 1st day of July, 2002.



Signature

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

Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is Terra Development Consultants, Inc.

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

Mr. Craig D. McNair
McNair and Associates, P.A.
1250 S. U.S. HWY. 17-92, Suite 250
Longwood, Florida 32750

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED 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.

SIGNATURE 

DATE 7/2/02