

P02000083960

July 22, 2002

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

RE: **MARTERRA INVESTMENT CORP.**

600006874386--7  
-08/02/02--01035--019  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Dear Sirs:

I am enclosing an original and one copy of the Articles of Incorporation of the above proposed Corporation together with check No. 3926 in the amount of \$ 70.00.

Please file the original articles and return one copy to me at:

Coromoto Zoghbi  
704 Eagle Pointe South  
Kissimmee, FL 34746

Thank you.

  
Coromoto Zoghbi

Enclosures

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION  
OF  
MARTERRA INVESTMENT CORP.**

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**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**

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The undersigned Incorporators to these Articles of Incorporation, natural persons competent to contract, hereby forms a corporation under the laws of the State of Florida.

**ARTICLE I. CORPORATE NAME & ADDRESS:**

The name of this corporation is:

MARTERRA INVESTMENT CORP.  
704 Eagle Pointe South  
Kissimmee, FL 34746

**ARTICLE II. NATURE OF BUSINESS AND POWERS:**

The general purpose of this corporation shall be the transaction of any and all lawful business. And the Corporation shall have all the powers enumerated in Florida Business Corporation Act as the same now exists and as hereafter amended, and all such other powers as are permitted by applicable law.

**ARTICLE III. CAPITAL STOCK:**

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is one hundred **100** shares of common stock having a par value of one dollar \$1.00 per share.

Shares may be issued only for consideration having a value, in the judgment of Board of Directors, at least equivalent to the full par value of the stock to be issued. All shares issued shall be fully paid and non-assessable.

**ARTICLE IV. TERM OF EXISTENCE:**

This Corporation shall have perpetual existence,

**ARTICLE V. REGISTERED AGENT AND INITIAL REGISTERED OFFICE:**

The registered agent and the street address of the Initial Registered Office of this Corporation in the State of Florida shall be:

Coromoto Zoghbi  
704 Eagle Pointe South  
Kissimmee, FL 34746

The Board of Directors may, from time to time, move the Registered Office to any other address in the State of Florida.

**ARTICLE VI. BOARD OF DIRECTORS:**

This Corporation shall have Three (3) Directors initially. The number of Directors may be increased or decreased from time to time by By-laws adopted by the Stockholders, but shall never be less than one (1).

**ARTICLE VII. INITIAL DIRECTORS**

The names of the initial Directors of this Corporation and their street address are as follows:

Eudo Jose Acosta-Hernandez  
704 Eagle Pointe South  
Kissimmee, FL 34746

Xiomara Margarita Hernandez-de-Acosta  
704 Eagle Pointe South  
Kissimmee, FL 34746

Eudaldo Felipe Acosta-Pirela  
704 Eagle pointe South  
Kissimmee, FL 34746

**ARTICLE VIII. INCORPORATOR:**

The name and address of the persons signing these Articles of Incorporation are as follows:

Coromoto Zoghbi  
704 Eagle Pointe South  
Kissimmee, FL 34746

**ARTICLE IX. BY-LAWS:**

The Board of Directors may approve By-laws for the Corporation.

**ARTICLE X. AMENDMENT:**

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Stockholders and approved at the Stockholder's meeting by at least the majority of the stock entitled to vote.

IN WITNESS WHEREOF, the undersigned, as the Incorporators have executed the foregoing ARTICLES OF INCORPORATION as of the:

22<sup>nd</sup> day of July, 2002

X Coromoto Zoghbi  
Coromoto Zoghbi

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 am familiar with and accept the obligations of my position as registered agent.

Dated: 7/22/02

X Coromoto Zoghbi  
Coromoto Zoghbi

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

STATE OF FLORIDA

COUNTY OF ORANGE

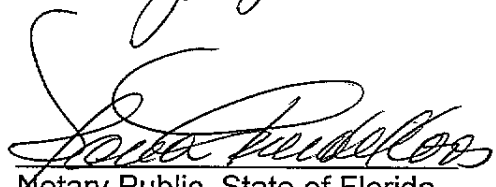
BEFORE ME, a Notary Public, personally appeared:

Coromoto Zoghbi

To me known to be the persons described as Incorporators and who executed the foregoing Articles of Incorporation, and acknowledged before me that they subscribed to these Articles of Incorporation.

Personally known to me

WITNESS my hand and seal at Orlando, Florida this 22nd  
day of July, 2002



Notary Public, State of Florida.

Seal

My Commission Expires:



Maria A. ThurdeKos  
MY COMMISSION # DD031854 EXPIRES  
July 22, 2005  
BONDED THRU TROY FAIN INSURANCE, INC

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TALLAHASSEE, FLORIDA