

Division of Corporations

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Florida Department of State

Division of Corporations

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FLORIDA PROFIT CORPORATION OR P.A.

AllTerra Investment Partners, Inc.

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**ARTICLES OF INCORPORATION
OF
ALITERRA INVESTMENT PARTNERS, INC.**

ARTICLE I - NAME

The name of this corporation is AlITerra Investment Partners, Inc. and its principal place of business and mailing address is 499 Wexdon Court, Lake Mary, Florida 32746.

ARTICLE II - DURATION

This corporation shall have perpetual existence, commencing on the filing of these Articles.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 100,000 shares of voting common stock having a par value of \$0.10 per share.

**ARTICLE V - INITIAL REGISTERED
OFFICE AND AGENT**

The street address of the initial registered office of this corporation is Cory Jones and the name of the initial registered agent of this corporation at that address is Cory Jones.

ARTICLE VI - INCORPORATOR

The name and address of the incorporator is:

Cory Jones
499 Wexdon Court
Lake Mary, FL 32746

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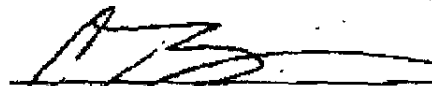
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ARTICLE VII - INDEMNIFICATION

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

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 29th day of April, 2004.


Cory Jones, Incorporator

ACCEPTANCE BY REGISTERED AGENT

The undersigned, being the person appointed in the foregoing Articles of Incorporation as the registered agent for AliTerra Investment Partners, Inc. hereby accepts such appointment this 29th day of April, 2004, and states that he is familiar with, and accepts, the obligations provided for in Section 607.0505, Florida Statutes.


Cory Jones

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