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Division of Corporations

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2004 MAY 28 A 9 11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.

TERRAMERICA USA, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
TERRAMERICA USA, INC.**

I, the undersigned incorporator, hereby make, acknowledge and file these Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name and the principal place of business and mailing address of this Corporation shall be:

TERRAMERICA USA, INC.
801 Brickell Avenue, Suite 2380
Miami, Florida 33131

ARTICLE II

NATURE OF BUSINESS

The general purpose for which this Corporation is organized is to transact any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes.

ARTICLE III

AUTHORIZED SHARES

The Corporation shall be authorized to create and issue 10,000 shares of Common Stock having a par value of \$ 0.01 per share.

ARTICLE IV

TERM OF EXISTENCE

The term of this Corporation shall commence with the filing of these Articles of Incorporation. The Corporation shall exist perpetually unless dissolved according to law.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation in the State of Florida shall be:

801 Brickell Avenue, Suite 2380
Miami, Florida 33131

The name of the initial registered agent of this Corporation at that address shall be:

Rafael Sánchez-Aballí, Esq.

ARTICLE VI

BOARD OF DIRECTORS

The powers of the Corporation shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, a Board of Directors, which shall have three (3) directors initially. The number of directors may be increased or decreased by the shareholders from time to time as provided in the Bylaws of the Corporation.

ARTICLE VII

DIRECTORS - NAMES AND STREET ADDRESSES

The names and street addresses of the members of the first Board of Directors who shall hold office until their successors have been duly elected or appointed and have qualified are as follows:

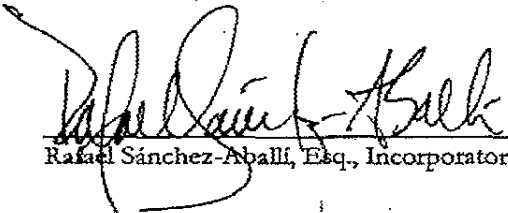
<u>Name</u>	<u>Street Address</u>
Ricardo Carlos Macchiavello Moreno	801 Brickell Avenue, Suite 2380 Miami, Florida 33131
Juan Sebastián Smart Lihn	801 Brickell Avenue, Suite 2380 Miami, Florida 33131
Ramón Luis Felipe Cuadrado Hederra	801 Brickell Avenue, Suite 2380 Miami, Florida 33131

ARTICLE VIII
INCORPORATOR

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

<u>Name</u>	<u>Street Address</u>
Rafael Sánchez-Aballí, Esq.	801 Brickell Avenue, Suite 2380 Miami, Florida 33131

IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed these Articles of Incorporation at Miami, Florida, for the uses and purposes aforesaid, this 28th day of May, 2004.



Rafael Sánchez-Aballí, Esq., Incorporator

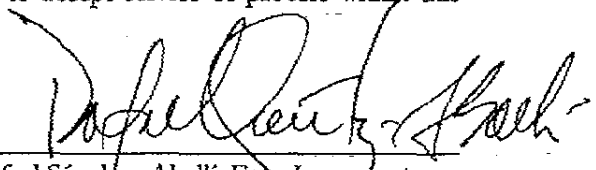
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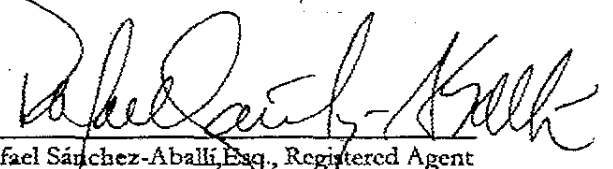
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**DESIGNATION AND ACCEPTANCE
OF
REGISTERED AGENT**

In pursuance of Section 48.091 and Chapter 607, Florida Statutes, TERRAMERICA USA, INC. having filed its Articles of Incorporation contemporaneously herewith, with its registered office as indicated therein at 801 Brickell Avenue, Suite 2380, Miami, Florida 33131, has named Rafael Sánchez-Aballí, Esq., located thereat as its registered agent to accept service of process within this state.

By: 
Rafael Sánchez-Aballí, Esq., Incorporator

Having been named as registered agent to accept service of process for the above-stated corporation, at the location designated herein, I hereby accept the appointment to act in this capacity, and agree to comply with the laws of Florida applicable thereto.

By: 
Rafael Sánchez-Aballí, Esq., Registered Agent