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FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

JOHN W. KEARNS, P.A.

ATTORNEY

431 GERONA AVENUE

CORAL GABLES, FLORIDA 33146

TELEPHONE (305) 371-4044

FAX (305) 666 4699

October 18, 2004

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

Re: Terratile, Inc. - Incorporation

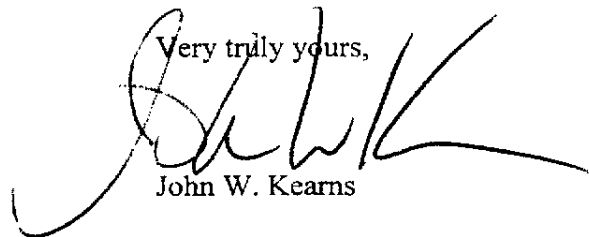
Dear Sir or Madam:

Enclosed please find an original and one copy of Articles of Incorporation of the proposed above-referenced corporation, including Designation of Resident Agent.

Also enclosed is a check payable to the Florida Department of State in the amount of \$78.75, covering the filing fee and a certified copy. We have included a stamp addressed envelope for the return of the certified copy.

Should you have any questions, you may contact us at the above-referenced telephone number.

Very truly yours,

A handwritten signature in black ink, appearing to be 'JW Kearns', written over the typed name.

John W. Kearns

/ab

Enclosures

ARTICLES OF INCORPORATION
OF
TERRATILE, INC.

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TALLAHASSEE, FLORIDA
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The undersigned incorporator hereby forms a corporation under Chapter 607 of the Laws of the State of Florida.

ARTICLE I – NAME

The name of the corporation shall be:

TERRATILE, INC.

The address of the principal office of this corporation shall be 2000 N.W. 12th Avenue, Miami, FL 33127 and the mailing address of the corporation shall be the same.

ARTICLE II – NATURE OF BUSINESS

This corporation may engage or transact in any of all lawful activate or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III – CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having no par value per share.

ARTICLE IV – REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 431 Gerona Avenue, Coral Gables, Florida 33146, and the name of the initial registered agent of the corporation at that address is John W. Kearns.

ARTICLE V – TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI – DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have one Director, initially. The name and address of the initial member of the Board of Directors is:

Carlos D. Medina	2000 N.W. 12 th Avenue Miami, FL 33127
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Dayren Medina	2000 N.W. 12 th Avenue Miami, FL 33127
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ARTICLE VII – OFFICERS

The names and addresses of the initial officer of the corporation who shall hold office for the first year of the corporation, or until its successors are elected or appointed is:

Carlos D. Medina	President and Secretary-Treasurer
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Dayren Medina	Vice President and Assistant Secretary
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ARTICLE VIII – SPECIAL PROVISION

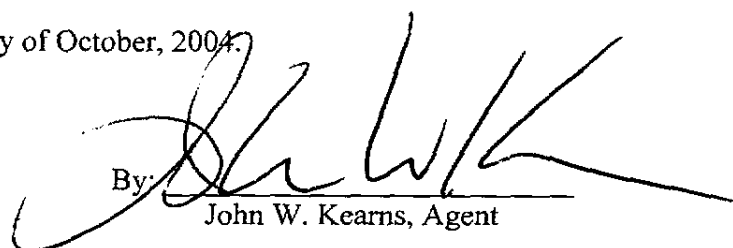
It is the intent of the Incorporator that the corporation will qualify under section 1244 of the Internal Revenue code and shall take all actions necessary to obtain and maintain its status as an S corporation.

ARTICLE IX – INCORPORATOR

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

John W. Kearns
431 Gerona Avenue
Coral Gables, FL 33146

IN WITNESS WHEREOF, the undersigned agent of Terratile, Inc. has hereunto
set his hand and seal this 18 day of October, 2004.

By: 
John W. Kearns, Agent

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION**

John W. Kearns, a licensed attorney in the State of Florida authorized to transact business in this State, having a business office identical with the registered offices of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

By: 

John W. Kearns

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