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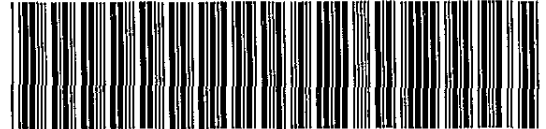
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CORPORATION SERVICE COMPANY'

ACCOUNT NO. : 072100000032

REFERENCE : 157531 92005A

AUTHORIZATION :

Patricia Pizzini

COST LIMIT : \$ 78.75

ORDER DATE : January 21, 2005

ORDER TIME : 11:07 AM

ORDER NO. : 157531-005

CUSTOMER NO: 92005A

CUSTOMER: John B. Shoemaker, Esq
John B. Shoemaker
Attorney-at-law
61 West Colonial Drive

Orlando, FL 32801

DOMESTIC FILING

NAME: TERRA MANAGEMENT, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP
 ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Darlene Ward - EXT. 2935

EXAMINER'S INITIALS: _____

ARTICLES OF INCORPORATION
OF
TERRA MANAGEMENT, INC.

FILED
05 JAN 21 PM 1:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED INCORPORATOR to these Articles of Incorporation is a natural person competent to contract and form a corporation under the laws of the State of Florida and does certify that he has become a corporation under and pursuant to the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation shall be TERRA MANAGEMENT, INC..

ARTICLE II - PRINCIPAL OFFICE

The principal office of the corporation shall be located at 61 West Colonial Drive, Orlando, Florida 32801, but the corporation may maintain offices and transact business in such other places within or without the State of Florida as may from time to time be designated by the Board of Directors.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of transacting any or all lawful activities or business, permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE IV - POWERS

The corporation shall have all of the powers given to it by the laws of the State of Florida, now or hereafter, and specific powers herein enumerated shall not be construed as a limitation upon the powers of the corporation.

ARTICLE V - CAPITAL STOCK

The corporation is authorized to issue 1,000 shares of \$1.00 par value common stock which shall be designated as "Common Shares".

ARTICLE VI - TERM

The corporation shall have perpetual existence.

ARTICLE VII - DIRECTORS

The affairs of the corporation shall be managed by the Board of Directors. The number of members of the first Board of Directors of the corporation shall be one (1). The number of members of the board of directors may be changed from time to time by an amendment of the By-Laws of the corporation in the manner provided by law, but shall never be less than one (1).

The names and addresses of the members of the first Board of Directors who shall hold office until their successors are elected and qualified, or until removed, are as follows:

DAVID BENGHIAT
61 WEST COLONIAL DRIVE
ORLANDO, FLORIDA 32801

ARTICLE VIII - INCORPORATOR

The name and address of the Incorporator signing these Articles of Incorporation is:

JOHN B. SHOEMAKER
61 WEST COLONIAL DRIVE
ORLANDO, FLORIDA 32801

ARTICLE IX - INDEMNIFICATION

Every director and every officer of the corporation shall be indemnified by the corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon them in connection with any proceeding to which they may be a party, or in which they may become involved, by reason of their being or having been a director or officer of the corporation, whether or not they are a director or officer at the time such expenses are incurred, to the full extent permitted by law. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director or officer may be entitled.

ARTICLE X - AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Any amendment or amendments to these Articles of Incorporation shall be approved by the Board of Directors of the corporation acting by a vote of the majority of the directors, and then proposed by the Board of Directors to the shareholders. The shareholders must then approve the amendment at a shareholders' meeting, by a majority of shareholders entitled to vote thereon, unless all the Directors and all of the shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE XI - REGISTERED AGENT

The initial registered agent of this corporation shall be JOHN B. SHOEMAKER, and the address of the registered office of this corporation shall be 61 West Colonial Drive, Orlando Florida, 32801.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on this 17 day of January, 2005.


JOHN B. SHOEMAKER, INCORPORATOR

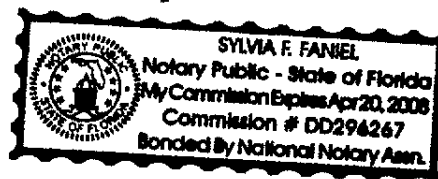
STATE OF FLORIDA)
) ss:
COUNTY OF ORANGED)

THE FOREGOING INSTRUMENT was acknowledged before me this 19th day of January, 2005, by JOHN B. SHOEMAKER, who is personally known to me, or who produced N/A as identification, and who did not take an oath.


Notary Public Signature

My commission expires:

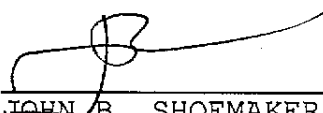
Sylvia F. Faniel
Print Notary Public Name



CERTIFICATE OF REGISTERED AGENT

In compliance with the laws of Florida, the following is submitted:

TERRA MANAGEMENT, INC., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation, in the City of Orlando, County of Orange, State of Florida, has named JOHN B. SHOEMAKER, whose office address is 61 West Colonial Drive, Orlando, Florida 32801, as its agent to accept service of process for the above-stated corporation, at the place designated in this certificate, who hereby accepts to act in this capacity, and agrees to comply with the provisions of Florida law relative to keeping the registered office open.



JOHN B. SHOEMAKER
Registered Agent

DATE: 1-17-05

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