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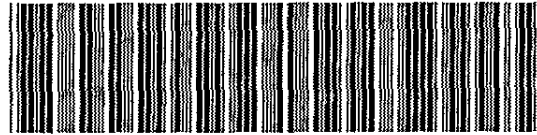
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06 OCT -2 PM 3:15
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FILED
OCT 02 2006

**GENESIS INTERNATIONAL TIERRA MATERIALS INC
5665 FLINT ROAD
PORT ST JOHN, FLORIDA 32927**

SEPTEMBER 27, 2006

FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
P.O. BOX 6327
TALLAHASSEE, FLORIDA 32314

SUBJECT: **GENESIS INTERNATIONAL TIERRA MATERIALS INC**

DEAR SIR:

ENCLOSED PLEASE FIND THE FOLLOWING

1. THE ORIGINAL AND ONE COPY OF THE ARTICLES OF INCORPORATION FOR THE SUBJECT CORPORATION. PLEASE CERTIFY ONE COPY AND RETURN IT TO THE REGISTERED AGENT.
2. OUR CHECK IN THE AMOUNT OF \$87.50 TO COVER THE FILING FEE.
3. DESIGNATION OF REGISTERED AGENT.

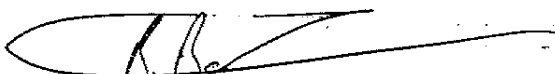
KINDLY ACKNOWLEDGE FILING OF THESE ARTICLES OF INCORPORATION, IN COMPLIANCE WITH FLORIDA LAW AND RETURN THE CERTIFIED COPY OF THE ARTICLES OF INCORPORATION TO THE REGISTERED AGENT.

THANK YOU FOR YOUR ASSISTANCE IN THIS MATTER.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

GENESIS INTERNATIONAL TIERRA MATERIALS INC

RANDY ROBERTS



ARTICLES OF INCORPORATION OF
GENESIS INTERNATIONAL TIERRA MATERIALS INC

THE UNDERSIGNED INCORPORATOR, FOR THE PURPOSE OF FORMING A CORPORATION UNDER THE FLORIDA BUSINESS CORPORATION ACT, HEREBY ADOPT THE FOLLOWING ARTICLES OF INCORPORATION.

ARTICLE I. NAME

THE NAME OF THE CORPORATION SHALL BE:

GENESIS INTERNATIONAL TIERRA MATERIALS INC

ARTICLE II. PRINCIPAL OFFICE AND MAILING ADDRESS

THE PRINCIPAL OFFICE OF THE CORPORATION IS LOCATED AT **5665 FLINT ROAD, PORT ST JOHN, FLORIDA 32927**, AND THE MAILING ADDRESS OF THE CORPORATION IS THE SAME.

ARTICLE III. PURPOSE

THIS CORPORATION IS ORGANIZED FOR THE PURPOSE OF TRANSACTING ANY OR ALL LAWFUL BUSINESS.

ARTICLE IV. SHARES

THIS CORPORATION IS AUTHORIZED TO ISSSUE 5000 SHARES OF \$1.00 PAR VALUE COMMON STOCK, WHICH SHALL BE DESIGNATED "COMMON SHARES".

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLE V. INITIAL OFFICERS/ DIRECTORS

THIS CORPORATION SHALL HAVE TWO INITIAL OFFICERS AND TWO BOARD OF DIRECTOR MEMBERS. THE NUMBER OF DIRECTORS MAY BE EITHER INCREASED OF DIMINISHED FROM TIME TO TIME BY THE BYLAWS BUT NEVER SHALL BE LESS THAN ONE.

THE NAMES AND ADDRESS' OF THE INITIAL OFFICERS ARE:

RANDY ROBERTS
5665 FLINT ROAD
PORT ST JOHN, FL 32927

JULIO R ZAVALA
5665 FLINT ROAD
PORT ST JOHN, FLORIDA 32927

ARTICLE VI. REGISTERED AGENT

THE NAME AND FLORIDA STREET ADDRESS OF THE REGISTERED AGENT IS: LOUIS VENUTI

400 ORANGE STREET
TITUSVILLE, FL 32796

ARTICLES VII. INCORPORATOR

THIS CORPORATION SHALL HAVE THREE INCORPORATORS. THE NAMES AND ADDRESS' OF THE INCORPORATORS OF THIS CORPORATION ARE:

RANDY ROBERTS
5665 FLINT ROAD
PORT ST JOHN, FL 32927

JULIO R ZAVALA
5665 FLINT ROAD
PORT ST JOHN, FLORIDA 32927

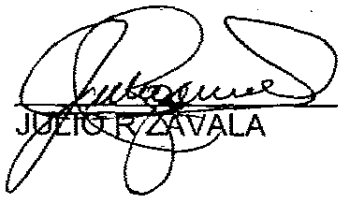
ARTICLE VIII. AMENDMENTS

THIS CORPORATION RESERVES THE RIGHT TO AMEND OR REPEAL ANY PROVISION CONTAINED IN THESE ARTICLES OF INCORPORATION, OR ANY AMENDMENT HERETO, BY A MAJORITY VOTE OF THE BOARD OF DIRECTORS.

THE UNDERSIGNED INCORPORATORS HAVE EXECUTED THESE ARTICLES OF INCORPORATION THIS 27TH DAY OF SEPTEMBER 2006



RANDY ROBERTS



JULIUS R. ZAVALA

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS 607.0501 OR 617.0501, FLORIDA
STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE
LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING
STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED
AGENT, IN THE STATE OF FLORIDA.

1. THE NAME OF THE CORPORATION IS:

GENESIS INTERNATIONAL TIERRA MATERIALS INC

2. THE NAME AND ADDRESS OF THE REGISTERED AGENT AND OFFICE
IS:

**LOUIS VENUTI
400 ORANGE STREET
TITUSVILLE, FL 32796**

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 I AM FAMILIAR WITH AND ACCEPT
THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

LOUIS VENUTI
27 SEPTEMBER 2006

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FLORIDA
SECRETARY OF STATE