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(Business Entity Name)

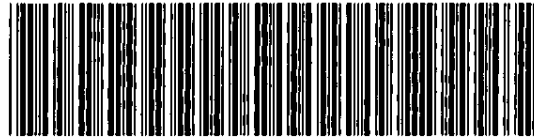
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2008 FEB 27 AM 8:39

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

C.S. 2-29

TRANSMITTAL LETTER

Department of state
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

SUBJECT: GEOTERRA HOLDING, INC.
(Proposed corporate name - must include suffix)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for:

☐ \$70.00
Filing Fee

☒ \$78.75
Filing Fee
& Certificate

☐ \$78.75
Filing Fee
& Certified Copy

☐ \$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: LOURDES MEDINA
Name (Printed or typed)

1560 NE 191 STREET SUITE 101
Address

NORTH MIAMI BEACH, FL. 33179
City, State & Zip

(305)949-2237
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

CERTIFICATE OF INCORPORATION OF

We, the undersigned subscribers to these articles of incorporation, natural persons competent to contract, hereby form of Corporation under the Laws of State of Florida.

ARTICLE I, NAME OF CORPORATION:

The name of the Corporation shall be:

GEOTERRA HOLDING, INC.

ARTICLE II, GENERAL NATURE OF THE BUSINESS:

The general nature of the business and the object and purposes to be transacted and carried on are.

To conduct any and all business not prohibited by the Laws of the United States and State of Florida.

To conduct business in, have one or more offices, ENVIRONMENTAL SERVICES AND CONSULTING.

To purchase the corporate assets or any other Corporation and engage in the same or other character of business.

of the State of Florida, or any other state government, and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

ARTICLE III, CAPITAL STOCK:

The maximum number of shares of stock that the Corporation is authorized to have outstanding at any one time is 30,000 shares at \$1.00 par value. Such stocks may be issued by the Corporation from time to time for such considerations as may be fixed by the Board of Directors thereof, and may be paid in cash, labor or services.

ARTICLE IV, INITIAL CAPITAL:

The number of shares with which this Corporation shall commence business is not less than 100 shares common stock, and the amount of Capital with which Corporation shall commence business not less than SIX THOUSAND DOLLARS (\$6,000).

ARTICLE V, TERM:

The Corporation shall continue perpetually, unless sooner dissolved according to laws.

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TALLAHASSEE, FLORIDA

ARTICLE VI, PRINCIPAL PLACE OF BUSINESS:

The initial place of business of said Corporation in this State shall be **1560 NE. 191 STREET SUITE 101, NORTH MIAMI BEACH, FL. 33179.**

Principal place of business, or the place of the office to any other address in the State of Florida.

ARTICLE VII, DIRECTORS:

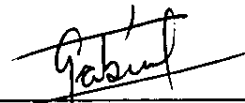
The business of the Corporation shall be conducted by a Board of Directors, and the number of wick Directors shall be fixed by the stockholders at any regular or called meeting, but the number of Directors shall not be less than one. A majority of the board shall continue a quorum. The members of the Board of Directors shall be elected at the annual meeting of stockholders, and the several officers as the case may be provided for in the by-laws, shall be elected by the Board of Directors at a meeting held immediately after the adjournment of the annual stockholders meeting.

ARTICLE VIII, INCORPORATOR:

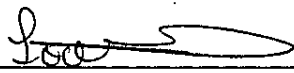
The name and post office address of the members of the First Board of Director, who, subject to the provision of the Certificate of Incorporation, the by-laws of Corporation and the Statutes of the State of Florida, shall hold office for the first year of the Corporation's existence. Or until their successors have been elected and qualified, as follows: LOURDES MEDINA, 1560 NE 191 STREET, SUITE 101, NORTH MIAMI BEACH, FL. 33179.



LOURDES MEDINA
PRESIDENT
1560 NE 191 STREET SUITE 101
NORTH MIAMI BEACH, FL. 33179



GABRIEL NUNEZ
VICEPRESIDENT
1560 NE 191 STREET SUITE 101
NORTH MIAMI BEACH, FL. 33179



Signature / Incorporator
LOURDES MEDINA

FEBRUARY 20, 2008

ARTICLE IX, INITIAL REGISTERED AGENT AND STREET ADDRESS:

LOURDES MEDINA
1560 NE 191 STREET SUITE 101
NORTH MIAMI BEACH, FL. 33179

The proceeds of the stock subscribed for will be at least as much as the amount necessary to begin business. The name and place of residence of the subscribers to the capital stock and the number of the shares subscribed for are as follows:

6,000 SHARES AT 1.00

ARTICLE X, OFFICERS:

The name and post office addresses of the officers, who subject to the provisions of this Certificate of Incorporation, the by-laws of the Corporation and the Statutes of the state of the Florida, shall hold office for the first year of the Corporation's existence, or until their successors have been elected and qualified, are as follows:

PRESIDENT
LOURDES MEDINA
1560 NE 191 STREET SUITE 101
NORTH MIAMI BEACH, FL. 33179

VICEPRESIDENT
GABRIEL NUNEZ
1560 NE 191 STREET SUITE 101
NORTH MIAMI BEACH, FL. 33179

ARTICLE XI, AMENDMENT:

These Articles of Incorporation may be amended in the manner provided by laws. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at the stockholder's meeting by a majority of the stocks entitled to vote thereon, unless all the Directors and all the stockholders sign a written statement manifesting their intention that certain amendments of these Articles of Incorporation be made.

We, the undersigned. Being the original subscribers to the capital stock an Articles of Incorporation, herein above named for the purpose of forming a Corporation to do business within and without the State of Florida, General Act of 1925, and all amendments hereto, do make and file stated are true and do respectively agree to take the number of shares of stock herein above set forth, and have accordingly set our hands and seal of the **20**day of **FEBRUARY, 2008**.


LOURDES MEDINA
PRESIDENT

STATE OF FLORIDA }

} SS

COUNTY OF DADE }

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2008 FEB 27 AM 8:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

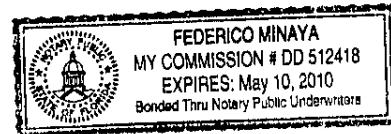
I, **HEREBY CERTIFY THAT** on this day, before me a Notary Public, duly authorized in the State of Florida and County Dade, to take acknowledgement, personally appeared **LOURDES MEDINA** to me well know to be the acknowledged me that they subscribed to those Articles of Incorporation.

WITNESS MY HAND AND OFFICIAL SEAL IN THE COUNTY AND STATE NAMED
ABODE, THIS 20 **DAY OF** FEBRUARY, 2008.

Federico Minaya

NOTARY PUBLIC STATE OF FLORIDA AT LARGE

MY COMMISSION EXPIRES:



Personally known ☒

Or produced Identification

Type of Identification produced _____

Passport _____

**CERTIFICATE DESIGNING OF BUSINESS OF DOMICILE FOR THE SERVICE
WITHIN THIS STATE. NAMING AGENT UPON PROCESS MAY BE SERVED.**

In pursuance of Chapter 48, 901 section 607, 164 Florida Statutes, the following is submitted, in compliance with said act:

FIRST: GEOTERRA HOLDING, INC.

Desiring to organize under the laws of the State of Florida, with the principal office, as indicate in the Articles of Incorporation, at the City North Miami Beach, County of Dade, State of Florida has named: **LOURDES MEDINA**, mailing address: **1560 NE 191 STREET, SUITE 101, NORTH MIAMI BEACH, FL. 33179.**

ACKNOWLEDGEMENT.

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.

Lou

Signature/ Registered Agent

LOURDES MEDINA

2/23/2008

Date