

To: FL Dept. of State
Subject: 000661.109432

Division of Corporations

From: Katie Wonsor

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Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850) 617-6381

From:

Account Name : CORPDIRECT AGENTS, INC.
Account Number : 110450000714
Phone : (850) 222-1173
Fax Number : (850) 224-1640

000661.109432

FLORIDA PROFIT/NON PROFIT CORPORATION

TERRA WORLDTRADE USA INC.

Certificate of Status	10
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ARTICLES OF INCORPORATION
OF

TERRA WORLDTRADE USA INC.

The undersigned incorporator, for the purpose of forming a corporation (hereinafter referred to as the "Corporation") under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

Article I: The name of the corporation shall be TERRA WORLDTRADE USA INC.

Article II: The principal place of business and mailing address of this corporation shall be 1111 Brickell Ave., 11th floor, Miami, FL 33131

Article III: The number of shares of stock that the corporation is authorized to have outstanding at any one time is 10,000 (ten thousand), all of which are without par value and classified as Common shares.

Article IV: The name and address of the initial registered agent is Graham J. Dunn, 1111 Brickell Ave., 11th floor, Miami, FL 33131

The written acceptance of the initial registered agent, as required by the provisions of Section 607.0501(3) of the Florida Business Corporation Act, is set forth following the signature of the incorporator and is made a part hereof.

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

<u>NAME</u>	<u>ADDRESS</u>
Irene F. Motta	101 Main Street, Suite One, Tappan, NY 10983

Article VI: The names, street addresses and titles of the initial officers and directors of the corporation are:

<u>NAME</u>	<u>ADDRESS</u>	<u>TITLE</u>
Juan Andrés Hineztrosa	1111 Brickell Ave., 11 th floor Miami, FL 33131	Managing Director
Luis Alberto De Armas	1111 Brickell Ave., 11 th floor Miami, FL 33131	Director
Graham J. Dunn	1111 Brickell Ave., 11 th floor Miami, FL 33131	Secretary

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GRANT PREEMPTIVE RIGHTS

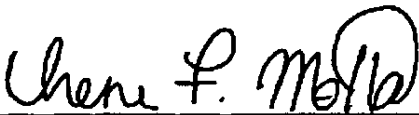
Article VII: Shareholders shall be entitled as a matter of right to a preemptive right, for a period of thirty days, to subscribe for, purchase or receive any shares of the corporation which it may issue or sell, whether out of the number of shares authorized by these Articles of Incorporation or by amendment thereof, or out of the shares of the corporation acquired by it after the issuance thereof, any shareholder shall be entitled as a matter of right to purchase or subscribe for or receive any bonds, debentures, or other obligations which the corporation may issue or sell that shall be convertible into or exchangeable for shares, or to which shall be attached or shall appertain to any warrant or warrants or other instrument or instruments that shall confer upon the holder or owner of such obligation the right to subscribe for or purchase from the corporation any shares of any class or classes; and after the expiration of said thirty days, any and all of such shares, rights, bonds, debentures or other obligations which the corporation may have issued, reissued, transferred, or granted by the Board of Directors, as the case may be, to such persons, firms, corporations, and associations, and for such lawful consideration, and on such terms, as the Board of Directors in its discretion may determine.

Article VIII: The purpose for which the corporation is organized is to engage in any, or all, lawful business for which corporations may be incorporated under the provisions of the Florida Statutes.

Article IX: The period of duration of the corporation is perpetual.

Article X: The corporation shall, to the fullest extent legally permissible under the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify and hold harmless any and all persons whom it shall have power to indemnify under said provisions from and against any and all liabilities (including expenses) imposed upon or reasonably incurred by him in connection with any action, suit or other proceeding in which he may be involved or with which he may be threatened, or other matters referred to in or covered by said provisions both as to action in his official capacity and as to action in any other capacity while holding such office, and shall continue as to a person who has ceased to be a director or officer of the corporation. Such indemnification provided shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, Agreement or Resolution adopted by the shareholders entitled to vote thereon after notice.

The undersigned incorporator has executed these Articles of Incorporation this 25th day of August, 2009.


Irene F. Motta, Incorporator

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Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in these Articles of Incorporation, 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.

Graham J. Dunn

By: 

Date: August 25, 2009

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