

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904) 224-8870
 *Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

NAME _____
 FIRM _____
 ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service _____ Two Day Service _____

To us via _____ Return via _____

Mailor No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

MAR 17 1995

BSB

REQUEST TAKEN CONFIRMED APPROVED

DATE _____

TIME _____ CK No. _____

BY W _____

WALK-IN
 Will Pick Up 3:17 W

RE: Terwest, Inc

G.C. FEE. DISBURSED

95000071819

Capital Expense _____
 Annual Inc. _____
 Corp. Record Search _____
 Partnership _____
 Foreign Corp. File _____
 () Cert. Copy (s) _____
 _____ Art. of Amend. File _____
 _____ Dissolution/Withdrawal _____
 _____ C U S - _____
 _____ Fictitious Name File _____
 _____ Name Reservation _____
 _____ Annual Report/Reinstatement _____
 _____ Reg. Agent Service _____
 _____ Document Filing _____
 _____ Corporate Kit _____
 _____ Vehicle Search _____
 _____ Driving Record _____
 _____ Document Retrieval _____
 _____ UCC 1 or 3 File _____
 _____ UCC 11 Search _____
 _____ UCC 11 Retrieval _____
 _____ File No.'s, _____ Copies _____
 _____ Courier Service _____
 _____ Shipping/Handling _____
 _____ Phone () _____
 _____ Top Priority _____
 _____ Express Mail Prep. _____
 _____ FAX () _____ pgs.

SUBTOTALS _____

FEE.....
 DISBURSED.....
 SURCHARGE.....
 TAX on corporate supplies.....
 SUBTOTAL.....
 PREPAID.....
 BALANCE DUE.....

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum.

THANK YOU
 from
 Your Capital Connection

ARTICLES OF INCORPORATION

OF

TERAVEST, INC.

FILED
95 MAR 17 AM 11:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I: NAME

The name of the corporation is **TERAVEST, INC.**

ARTICLE II: PRINCIPAL OFFICE

The principal place of business and mailing address of the corporation is 1 S.E. 3rd Ave., Suite 1240, Miami, FL 33131.

ARTICLE III: CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is one hundred (100) shares having a par value of one dollar (\$1.00) per share.

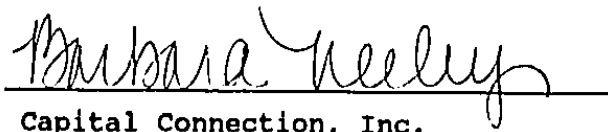
ARTICLE IV: INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is Ralph Ventura, 1 S.E. 3rd Ave., Suite 1240, Miami, FL 33131.

ARTICLE V: INCORPORATOR

The name and address of the incorporator of these Articles of Incorporation is Capital Connection, Inc., 417 E. Virginia St., Suite 1, Tallahassee, FL 32301.

The undersigned has executed these Articles of Incorporation this 17th day of March, 1995.

A handwritten signature in cursive script, reading "Barbara Neeley", is written over a horizontal line.

Capital Connection, Inc.

Barbara Neeley - President
Incorporator

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

FILED
95 MAR 17 AM 11:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.0501, Florida Statutes, the mentioned 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: TERAVEST, INC.

2. The name and street address of the registered agent and office is: RALPH VENTURA

1 S.E. 3 AV.

1240

MIAMI, FL. 33131

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.

R. Ventura