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LAW OFFICES OF  
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TAX & ESTATE PLANNING DEPARTMENT  
THOMAS C. WALSER, LL.M.-ESTATE PLANNING  
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PETER HOWLBY, ACCOUNTANT  
GARY LATMAN, ACCOUNTANT

FILED  
95 MAY -5 PM 4:51  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
THOMAS C. WALSER, LL.M.  
CARYN J. CLAYMAN, LL.M.  
MONA S. WEISS  
GISELE B. ASMAR

May 3, 1995

Secretary of State of Florida  
Corporation Division  
P.O. Box 6327  
409 East Gaines Street  
Tallahassee, Florida 32399

Re: **TERRA FIRMA HOLDINGS, INC.**

300001477723  
-05/05/95--01111--013  
\*\*\*\*122.50 \*\*\*\*122.50

Dear Sir:

Enclosed please find the original Articles of Incorporation to be filed for the above-referenced corporation.

Also enclosed is a check for \$122.50 covering the filing fees and costs as follows:

Filing Certificate of Incorporation .....	\$35.00
One (1) Certified Copy .....	52.50
Designation of Registered Agent .....	<u>35.00</u>
Total .....	<u>\$122.50</u>

Please return your confirmation letter regarding the incorporation and filing of this company to my office in the enclosed stamped self-addressed envelope.

Sincerely,

*Thomas C. Walser*

Thomas C. Walser

TCW:lm

cc: Norman Goodman

PRG 9

STATE OF FLORIDA  
ARTICLES OF INCORPORATION  
OF

TERRA FIRMA HOLDINGS, INC.

FILED  
95 MAY -5 PM 4:51  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator(s) of a corporation under the Florida General Corporation Act, adopt the following Articles of Incorporation:

**ARTICLE I**

The name of the corporation is **TERRA FIRMA HOLDINGS, INC.** The principal office and mailing address is 360 NW 67th Street, #206, Boca Raton, FL 33487.

**ARTICLE II**

This corporation is to exist perpetually.

**ARTICLE III**

The purpose for which the corporation is organized is to engage in the transaction of any or all lawful business for which corporations may be incorporated under the provisions of the Florida General Corporation Act.

**ARTICLE IV**

The aggregate number of shares which the corporation shall have authority to issue is 1,000 Common Shares at 1.00 par value.

#### **ARTICLE V**

Provisions granting preemptive rights are: The holders of common shares shall, upon the issue or sale of shares of stock, any class (whether now or hereafter authorized), have the right, during such period of time and on such conditions the Board of Directors shall prescribe, to subscribe to and purchase such shares in proportion to their respective holdings of common shares, at such price or prices as the Board of Directors may, from time to time, fix and as may be permitted by law.

#### **ARTICLE VI**

Provisions for the regulation of the internal affairs of the corporation are:  
None.

#### **ARTICLE VII**

The street address of the initial registered office of the corporation is 7015 Beracasa Way, Suite 201, Boca Raton, FL 33433, and the name of its initial registered agent at such address is Thomas C. Walser, Esq.

#### **ARTICLE VIII**

The number of directors constituting the initial Board of Directors of the corporation is one (1) and the names and addresses of the person(s) who is/are to serve as Director(s) until the first annual meeting of shareholders or until their successor(s) are elected and shall qualify is/are:

NAME

Norman Goodman

ADDRESS(ES)

360 NW 67th Street, #206  
Boca Raton, FL 33487

ARTICLE IX

The name and address of each incorporator is/are:

NAME(S)

Thomas C. Walser, Esq.

ADDRESS(ES)

7015 Bernesa Way, Suite 201  
Boca Raton, FL 33433

DATED this 3 day of May, 1995.

Thomas C. Walser  
Thomas C. Walser, Esq., Incorporator

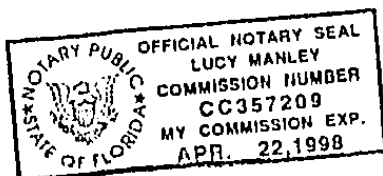
STATE OF FLORIDA            )  
  )ss:  
COUNTY OF PALM BEACH    )

The foregoing instrument was acknowledged before me, this 3 day of May, 1995, by Thomas C. Walser, Esq. who is personally known to me, or who has produced a \_\_\_\_\_ as identification.

My Commission Expires:

Lucy Manley  
Notary Public

LUCY MANLEY



CONSENT OF REGISTERED AGENT

I, Thomas C. Walser, Esq., having been designated to act as Registered Agent, hereby agrees to act in this capacity.

Thomas C. Walser  
Thomas C. Walser, Esq.,  
Registered Agent

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA