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MAY 11 1995

FLORIDA SECRETARY OF STATE
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32301

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RE: TERRA TECHNOLOGIES, INC. - Incorporation

Dear Sir:

Enclosed please find the original to be filed, and one copy of the Articles of Incorporation for the above referenced corporation.

Also enclosed is a check in the amount of \$122.50 to cover the filing fee and the return of one certified copy of the Articles of Incorporation. A self-addressed, stamped envelope is enclosed herewith for your convenience.

Thank you for your assistance in this matter. Should you have any questions or comments, please do not hesitate in contacting our office.

Sincerely,

Marilea Hipps
Marilea Hipps
Legal Assistant to Mr. Bauman

/mh

Enclosures

cc: Terra Technologies, Inc.

FILED
95 MAY 11 AM 8:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE

5/8/95

ARTICLES OF INCORPORATION

OF

TERRA TECHNOLOGIES, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation for profit under the laws of the State of Florida.

**ARTICLE I
NAME**

The name of the corporation is **TERRA TECHNOLOGIES,**

**ARTICLE II
NATURE OF BUSINESS**

The general character of the business to be contracted by this corporation is:

(A) To engage in any and all types of lawful businesses and to acquire by purchase, lease or otherwise, the inventory and equipment necessary to engage in the operation of such businesses. Also to acquire by purchase, lease or otherwise, any property, both real or personal, for the purpose of conducting this business.

(B) To acquire by purchase, lease, manufacture, or otherwise any personal property deemed necessary or useful in the operation of this business or in the preparation or maintenance of this business. Also to develop any property, real or personal, at any time owned, held or occupied by the corporation, and to invest, trade and deal in any personal property deemed beneficial to the corporation and to lease, rent, encumber or dispose of any personal property or real property at the time owned or held by the corporation.

(C) To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes or other evidence of indebtedness and execute such mortgages, transfers of corporation property or other instruments to secure the payment of corporate indebtedness as required in the operation of this business.

(D) To purchase the corporate assets of any other corporation and engage in the same or similar character of business so long as such business transactions are reasonably calculated to further the operation of the business.

(E) To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of or any bonds, securities or other evidence of indebtedness created by any other corporation of the State of Florida or any other state or government and while owner of such stock to exercise all rights, powers and privileges of ownership, including the right to vote such stock.

(F) To do any or all of the things herein set forth to the same extent as natural persons might or could do and in any part of the world as principals, agents, contractors or otherwise, along or in company with others and to do and perform all such other things and acts as may be necessary, profitable or expedient in carrying on any of the business or acts named above.

The intention is that none of the objects and powers herein set forth, except where otherwise specified in the Article, shall be in any way limited or restricted by reference to or inference from the terms of any other objects, powers or clauses of this Article or any other Article, but that the objects and powers

EFFECTIVE DATE

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

specified in each of the clauses in this Article shall be regarded as independent objects and powers.

ARTICLE III CAPITAL STOCK

The maximum number of shares of stock this corporation is presently authorized to have outstanding at any time is 400 shares at \$1.00 per share.

Authorized capital stock may be paid for in cash, services, real or personal property, at a just value to be fixed by the Board of Directors of this corporation at any regular or special meeting of the director(s).

ARTICLE IV INITIAL CAPITAL

The amount and capital with which this corporation shall begin business is Three Hundred Dollars and 00/100 (\$300.00).

ARTICLE V TERMS OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE VI ADDRESS

The initial street address of the principal office of the corporation and mailing address is 13000 Highway 20 West, Freeport, Florida 32439. The Board of Directors of this Corporation may from time to time designate such other address and place for the principal office of the corporation as it sees fit at a regular or special meeting of the Board of Directors.

ARTICLE VII REGISTERED AGENT

The initial registered agent for this corporation is OATTIS E. PARKS, JR., 156 Rolling Dune Drive, Santa Rosa Beach, FL 32459.

ARTICLE VIII DIRECTORS

This corporation shall have three (3) directors initially. The number of directors may be increased at the first meeting of the directors and may be increased or diminished thereafter from time to time by the Bylaws. The Directors shall be elected in accordance with the Bylaws.

ARTICLE IX INITIAL DIRECTORS

The name and address of the first Board of Directors of this corporation who shall hold the office of Director until their successors are elected and have qualified as Director is as follows:

NAME

ADDRESS

OATTIS E. PARKS, SR.

13000 Highway 20 West
Freeport, FL 32439

NAME**ADDRESS****OATTIS E. PARKS, JR.**156 Rolling Dune Drive
Santa Rosa Beach, FL 32459**TOMI THARA BROWN**360 Schneider Drive, #4
Fort Walton Beach, FL 32547

The name and address of each subscriber of these Articles of Incorporation, the number of shares of stock each agrees to and the value of the consideration are:

NAME	ADDRESS	SHARES	CONSIDERATION
OATTIS E. PARKS, SR	13000 Highway 20 West Freeport, FL 32439	100	\$100.00
OATTIS E. PARKS, JR.	156 Rolling Dune Drive Santa Rosa Beach, FL 32459	100	\$100.00
TOMI THARA BROWN	360 Schneider Drive, #4 Fort Walton Beach, FL 32547	100	\$100.00

**ARTICLE XI
EFFECTIVE DATE**

These Articles of Incorporation for **TERRA TECHNOLOGIES, INC.** shall be effective the 01st day of May, 1995.

**ARTICLE XII
AMENDMENTS**

These Articles of Incorporation for **TERRA TECHNOLOGIES, INC.**, may be amended in the manner provided by Florida Law. Every amendment to these Articles of Incorporation shall be approved at a meeting of the Board of Directors, proposed by them to the stockholders and approved at a stockholders meeting by a majority of the stock entitled to vote thereon, unless all of the Directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

**ARTICLE XIII
INTERNAL AFFAIRS**

Provisions for the regulation of the internal affairs of the corporation are:

A. Each shareholder is entitled to vote for the election of Directors and Officers and shall have one (1) vote for each share of stock in the corporation. Cumulative voting shall not be permitted in the election of Officers or Directors.

B. For purposes of determining the number of holders of record of stock of the corporation, stock which is held in joint tenancy, tenancy in common or tenancy by the entireties shall be treated as held by one share holder.

C. Except as herein stated, remaining provisions for the regulation of the internal affairs of the corporation shall be contained in the bylaws.

**ARTICLE XIV
JOINT OWNERSHIP OF STOCK**

There shall be no stock issued in the name of joint tenants, tenants in common or tenancy by the entireties or any other form of joint ownership unless the joint owners are husband and wife and the stock is placed in both names at the time it is originally issued. Exceptions may be made to this rule only by unanimous vote of all stockholders.

**ARTICLE XV
TRANSFER OF STOCK**

No shareholder may sell, transfer, pledge, assign or otherwise in anyway dispose of or encumber any of the shares of the capital stock of the corporation owned by such shareholders, except in accordance with the following procedures, limitations and restrictions:

A. If a shareholder wishes to dispose of his stock in the corporation during his lifetime and has a bonafide offer to purchase the stock, he must first send written notice to the corporation, giving the details of such bonafide offer and offering to sell each share of stock to the corporation for an either (i) amount equal to the net worth of the corporation, according to general accounting principles, divided by the number of outstanding issued stock, or (ii) an amount equal to the bonifide offer, whichever amount is less. The corporation shall have the first option to purchase all, but not less than all, of the shareholder's stock, which is the subject of the bonafide offer. If the offer to sell is rejected, or is not accepted by the corporation within thirty (30) days after the corporation recieves written notice from the shareholder of his desire to sell, then any existing shareholder shall have an additional fifteen (15) days after the corporation's express or implied rejection in which to purchase the offered stock. If neither the corporation nor any existing shareholder purchases said stock, then the offering shareholder may dispose of his stock free of restriction; provided, that the stock may not be sold for any lesser amount than stated above without first complying in full with the terms of this paragraph.

B. In the event any shareholder wishes to dispose of his stock in the corporation during his lifetime and does not have a bonafide offer to purchase, the shareholder shall give written notice of his desire to sell and the corporation shall have the first option to purchase such stock at the same price as is stated in paragraph A above. If the corporation rejects such an offer or fails to accept same within thirty (30) days after receipt of shareholder's written notice of his desire to sell, then any existing shareholder shall have an additional fifteen (15) days after the corporation's express or implied rejection, in which to purchase the offered stock. If neither the corporation nor any existing shareholder purchases said stock, the offering shareholder may dispose of it free of the restrictions of this paragraph; provided, the stock may not be sold at a lesser price than that at which it was previously offered without first complying in full with the terms of this paragraph.


C. Upon the death of any shareholder whose stock is held in one name only, or upon the death of the last of any two joint owners, the corporation shall have the first right and option to purchase all stock owned by such decedent and the decedent's personal representative shall be obligated to transfer and deliver same to the corporation if such election is made and payment is made as provided herein. Written notice of election to purchase must be given to the personal representative of the deceased shareholder no later than thirty (30) days following the appointment of such personal representative and closing of the purchase and sale shall be complete within thirty (30) days after such notice is received by the personal representative. If the corporation fails to purchase the shares of such decedent, then any existing


shareholder shall have the option to purchase same within fifteen (15) days after the corporation's express or implied rejection, upon written notice to the personal representative of the deceased shareholder. The price of all shares sold under the provisions of this paragraph shall be the same as stated in paragraphs A and B above and shall be fixed as of the day of such decedent's death.

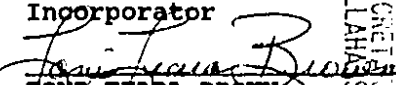
If neither the corporation nor any existing shareholder elects to purchase the stock of the deceased shareholder, the personal representative may dispose of same in accordance with the last will and testament of the deceased or under the laws of descent and distribution; but said stock shall at all times be subject to all restrictions contained in these articles of incorporation; and should the personal representative elect to sell the stock of the deceased, same may not be sold for a price less than that in accordance with paragraphs A and B above without first complying in full with the terms of this paragraph.

D. All stock certificates issued by the corporation shall bear on the face thereof the following legend: "sale, transfer, pledge, assignment, encumbrance or other disposition of these shares is restricted by the articles of incorporation, which may be examined in the office of the corporation".

IN WITNESS WHEREOF, I have hereunto set my hand and seal and acknowledge I am filing the foregoing Articles of Incorporation under the laws of the State of Florida this 8th day of May, 1995.


OATTIS E. PARKS, SR.
Incorporator


OATTIS E. PARKS, JR.
Incorporator


TONI TEARA BROWN
Incorporator

SECRETARY OF STATE
TALLAHASSEE, FLORIDA


95 MAY 11 AM 8:33
FILED

STATE OF FLORIDA
COUNTY OF OKALOOSA

I HEREBY CERTIFY that before me, a Notary Public duly authorized in the State and County named above to take acknowledgements, personally appeared OATTIS E. PARKS, SR., OATTIS E. PARKS, JR., and TONI TEARA BROWN, who are personally known to me, and they acknowledged before me that they executed the foregoing Articles of Incorporation for the purposes expressed herein.

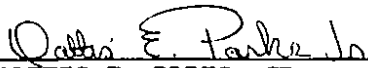
WITNESS my hand and official seal this 8th day of May, 1995.

MARILEA WATLEY
Notary Public, State of Florida
My Comm. Expires June 16, 1998
No. CC 383998
Bonded thru Official Notary Service


NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO: CC 383998
My Commission Expires: 6/16/98

ACCEPTANCE OF REGISTERED AGENT

I HEREBY am familiar with and accept the duties and responsibilities as registered agent for this corporation.


OATTIS E. PARKS, JR.
156 Rolling Dune Drive
Santa Rosa Beach, FL 32459