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 NAME: BLUE TERRA OF FLORIDA, INC.
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FROM: Debbie Hickinbotham

Regarding our File Name: Blue Terra/General

CLIENT/MATTER #: 15886-45820

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ARTICLES OF INCORPORATION
OF
BLUE TERRA OF FLORIDA, INC.
A FLORIDA CORPORATION

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SEC.
TALLAHASSEE, FLORIDA

The undersigned, acting as Incorporator of BLUE TERRA OF FLORIDA, INC., a Florida corporation (the "Corporation") under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation for such Corporation:

ARTICLE I

NAME

The name of the Corporation is Blue Terra of Florida, Inc. and the street address of the initial principal office of the Corporation is c/o Norbert Kreyer, 10 Northeast Third Street, Fort Lauderdale, Florida 33301.

ARTICLE II

PURPOSE

The Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the laws of the State of Florida.

ARTICLE III

CAPITAL STOCK

The Corporation is authorized to issue One Hundred Thousand (100,000) shares of One Dollar (\$1.00) par value Common Stock.

ARTICLE IV

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 100 Northeast Third Avenue, Suite 1100, Fort Lauderdale, Florida 33301 and the name of the initial Registered Agent of the Corporation at that address is EMO Corporate Services, Inc.

ARTICLE V

INITIAL BOARD OF DIRECTORS

The Corporation shall initially have one (1) Director to hold office until the first Annual Meeting of Shareholders and his successor shall have been duly elected and qualified, or until his earlier resignation, removal from office or death. The number of

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PREPARED BY: Gerald W. Gritter - #282170
100 N.E. 3 Ave., #1100
Ft. Lauderdale, FL 33301

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FROM ENGLISH, MCCABERMAN, & O'BRYEN P.A.

FAX #H950000010010

directors may be either increased or decreased from time to time in accordance with the Bylaws of the Corporation, but shall never be fewer than one (1). The name and address of the initial Director of the Corporation is:

<u>Name</u>	<u>Address</u>
Dirk Herzog	c/o Norbert Kreyer 10 Northeast Third Street Fort Lauderdale, Florida 33301

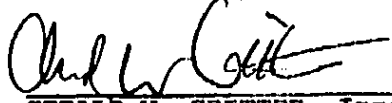
ARTICLE VI

INCORPORATOR

The name and address of the Incorporator of the Corporation is:

<u>Name</u>	<u>Address</u>
Gerald W. Gritter	100 Northeast Third Avenue Suite 1100 Fort Lauderdale, Florida 33301

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 6th day of September, 1995.



GERALD W. GRITTER, Incorporator

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ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

Having been named as Registered Agent to accept service of process for BLUE TERRA OF FLORIDA, INC. at the place designated in the foregoing Articles of Incorporation, we hereby accept the appointment as Registered Agent and agree to act in this capacity. We further agree to comply with the provisions of the Florida Business Corporation Act relating to the proper and complete performance of our duties, and we are familiar with and accept the obligations of our position as Registered Agent.

EMO CORPORATE SERVICES, INC.,
Initial Registered Agent

Dated: September 6, 1995

By 
GERALD W. GRITTER, Vice
President

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TALLAHASSEE, FLORIDA

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