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CORP CREATIONS

PAGE 01

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(((H96000004019))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: TERRA NOVA USA, INC.

FAX AUDIT NUMBER: H96000004019

DATE REQUESTED: 03/20/1996

CERTIFIED COPIES: 0

NUMBER OF PAGES: 4

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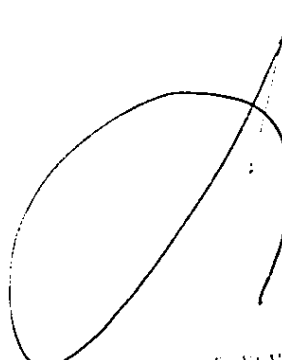
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TALLAHASSEE, FLORIDA

 3/20

96 MAR 20 PM 3:22

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**Articles of Incorporation
of
Terra Nova USA, Inc.**

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TALLAHASSEE, FLORIDA

Article I. Name

The name of this Florida corporation is Terra Nova USA, Inc.

Article II. Address

The mailing address of the Corporation is:

Terra Nova USA, Inc.
80 SW 8th Street, Suite 2077
Miami, FL 33130

Article III. Capital Stock

The Corporation shall have the authority to issue 300,000 shares of common stock, par value \$1.00 per share.

Article IV. Registered Agent

The name and address of the registered agent of the Corporation is:

Luis Agramunt
80 SW 8th Street, Suite 2077
Miami, FL 33130

Article V. Board of Directors

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the

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International Company Formation, Inc.
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Miami, FL 33130
(305) 373-5802

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Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by law. The name of each initial member of the Corporation's Board of Directors is:

Manuel Gomez
Violeta Gomez

Article VI. Incorporator

The name and address of the incorporator is:

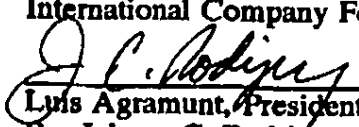
International Company Formation, Inc.
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Miami, FL 33130

Article VII. Corporate Existence

The corporate existence of the Corporation shall begin effective as of March 20, 1996.

The authorized representative of the incorporator executed these Articles of Incorporation on March 20, 1996.

International Company Formation, Inc.


Johny C. Rodriguez, President

By: Johny C. Rodriguez, as attorney-in-fact

International Company Formation, Inc.
80 SW 8th Street, Suite 2077
Miami, FL 33130
(305) 373-5802

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


CORPORATION:
Terra Nova USA, Inc.

REGISTERED AGENT:
Luis Agramunt
80 SW 8th Street, Suite 2077
Miami, FL 33130

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I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.

Luis Agramunt


By: Johnny C. Rodriguez, as attorney-in-fact

Date: 3/20/96

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