

LAW OFFICE
MICHAEL J. MOSKOWITZ
2435 Hollywood Blvd. - Suite 203
Hollywood, Florida 33020-6629
(954) 923-9200

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUN 23 PM 12:06

June 19, 1997

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Ms. Brendolyn Bruton
Division of Corporations
Florida Department of State
P.O. Box 6327
Tallahassee, Florida 32314

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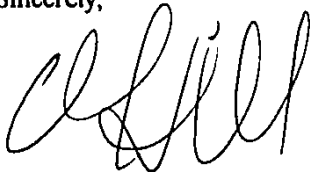
Re: Articles of Incorporation - TERRA-MITE INDUSTRIES, INC

Dear Ms. Bruton:

Attached are Articles Of Incorporation for TERRA-MITE INDUSTRIES, INC, together with Trust Account check number 3825 in the amount of \$122.50 to cover filing fees and Certificate.

Please send to this office the filing information and a certified copy of the Articles as soon as possible.

Sincerely,



Michael J. Moskowitz
MJM:sr

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D. BROWN JUN 25 1997

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ARTICLES OF INCORPORATION

OF

TERRA-MITE INDUSTRIES, INC.

I, the undersigned, being of legal age and a natural person, do hereby subscribe to, acknowledge, and file the following Articles of Incorporation for the purpose of creating a corporation under the Laws of the State of Florida.

ARTICLE I

The name of the corporation shall be: TERRA-MITE INDUSTRIES, INC.

ARTICLE II

This corporation may engage in any activity or business permitted under the Laws of the State of Florida.

ARTICLE III

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

100 shares common stock, no par value

All of said stock shall be payable in cash, property, real or personal, labor, or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of this corporation. The payment thereof does not have to be at the time of issuance, provided that said shares are subject to calls thereon until the whole consideration therefor shall have been paid.

ARTICLE IV

The amount of capital with which this corporation shall commence business shall not be less than \$500.00.

ARTICLE V

This corporation is to exist perpetually.

ARTICLE VI

The initial address of this corporation shall be at: 2809 Bird Ave. - Suite 136
Coconut Grove, FL 33133

The Board of Directors may from time to time move the principal office to any other address in Florida.

ARTICLE VII

This corporation shall have one Director initially. The number of Directors may be increased from time to time, by the By-Laws adopted by the Stockholders, but shall never be more than three, nor less than one. The name and address of the Director is: Mark Fraleigh
2809 Bird Ave. - Suite 136
Coconut Grove, FL 33133

ARTICLE VIII

The name and post office address of the subscriber to these Articles of Incorporation is:

Mark Fraleigh
2809 Bird Ave. - Suite 136
Coconut Grove, FL 33133



Mark Fraleigh

Dated: June 19, 1997

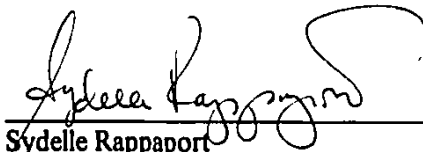
STATE OF FLORIDA
BROWARD COUNTY

I HEREBY CERTIFY that before me, a Notary Public authorized in the State and County aforesaid to take acknowledgements, personally appeared Mark Fraleigh, identity verified by driver's license, to me known to be the person described in and who executed the foregoing Articles of Incorporation, and who acknowledged that s/he subscribed to same, and did not take an oath.

WITNESS my hand and official seal this 19th day of June 1997.



Sydelle Rappaport
MY COMMISSION # CC577297 EXPIRES
August 14, 2000
BONDED THRU TROY FAHN INSURANCE, INC.


Sydelle Rappaport
Notary Public, State of Florida

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING REGISTERED AGENT UPON WHOM PROCESS MAY BE SERVED.

In pursuant to Chapter 48.901 Florida Statutes, the following is submitted, in compliance with said Act:

First that TERRA-MITE INDUSTRIES, INC., desiring to organize under the Laws of the State of Florida, with its principal office in the City of Coconut Grove, County of Broward, State of Florida has named MICHAEL J. MOSKOWITZ, whose mailing address is:

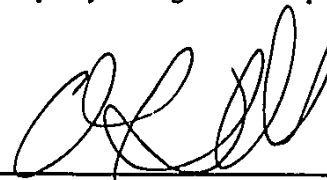
2435 Hollywood Blvd. - Suite 203
Hollywood, Florida 33020-6629

as registered agent to accept service of process in this matter.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.

Dated: June 19, 1997


Michael J. Moskowitz

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