

P96000072529
LETTER OF TRANSMITTAL
August 26, 1996

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

RE: Terra Investment Group, Inc.

Gentlemen:

Enclosed please find the original and one copy of the Articles of Incorporation, together with my check in the amount of \$122.50.

This represents the cost of the Filing Fees, Certified Copy of Articles of Incorporation and Fee for Registered Agent Designation for the above named corporation.

Very truly yours,

Carol L. Joyner

Carol L. Joyner

Terra Investment Group, Inc.
P. O. Box 3047
St. Augustine, FL 32085
904-460-0951

500001936545
-08/30/96--01024--020
****122.50 ****122.50

AUG 30 1996

EFFECTIVE DATE

8-26-96

FILED
96 AUG 30 PM 2:24
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

ARTICLES OF INCORPORATION

of

FILED

Terra Investment Group, Inc.

(name of corporation)

96 AUG 30 PM 2:25

The undersigned subscriber(s) to these Articles of Incorporation, natural person(s) competent to contract, hereby form a corporation under the laws of the State of Florida.

TALLAHASSEE, FLORIDA

ARTICLE I - CORPORATE NAME

The name of the corporation is:

EFFECTIVE DATE

8-26-96

Terra Investment Group, Inc.

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue One Thousand shares (1,000) of One Thousand Dollar(s) (\$ 1,000.00) par value Common Stock, which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the Initial Registered Agent office and the name of the Initial Registered Agent at that office is:

NAME	Carol L. Joyner		
ADDRESS	1370 Riviera Street		
CITY	St. Augustine	FLORIDA	ZIP 32084

The principal office, if known, or the mailing address of the corporation is:

NAME	Terra Investment Group, Inc.		
ADDRESS	P. O. Box 3047		
CITY	St. Augustine	FLORIDA	ZIP 32085

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have Two (2) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial director(s) of the corporation are as follows:

NAME	Robert L. Joyner, President		
ADDRESS	3455 Coastal Highway		
CITY	St. Augustine	STATE FL	ZIP 32095
NAME	Carol L. Joyner, Secretary/Treasurer		
ADDRESS	1370 Riviera Street		
CITY	St. Augustine	STATE FL	ZIP 32084
NAME			
ADDRESS			
CITY		STATE	ZIP

ARTICLE VII - INCORPORATORS

The names and addresses of the incorporators signing these Articles of Incorporation are as follows:

NAME	Robert L. Joyner		
ADDRESS	3455 Coastal Highway		
CITY	St. Augustine	STATE	FL ZIP 32095
NAME	Carol L. Joyner		
ADDRESS	1370 Riviera Street		
CITY	St. Augustine	STATE	FL ZIP 32084
NAME			
ADDRESS			
CITY		STATE	ZIP

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this 26 day of August, 19 96.

Robert L. Joyner (Seal)
Carol L. Joyner (Seal)
 _____ (Seal)

ARTICLE VIII - EFFECTIVE DATE

Please make effective date of incorporation to be August 26, 1996.

**CERTIFICATE AND ACKNOWLEDGEMENT
OF REGISTERED AGENT**

**CERTIFICATE OF REGISTERED AGENT
OF**

FILED

96 AUG 30 PM 2:25

**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

Torra Investment Group, Inc.
(name of corporation)

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:
The above corporation, desiring to organize under the laws of the State of Florida with
its registered office as indicated in the Articles of Incorporation

at 1370 Riviera Street
St. Augustine, FL 32084

has named Carol L. Joyner
located at the aforesaid address, as its Registered Agent to accept service of process
within this state.

ACKNOWLEDGEMENT

Having been named as Registered Agent to accept service of process for the above
stated corporation at the place designated in this certificate, and being familiar with
the obligations of that position, I hereby accept to act in this capacity, and agree to
comply with the provisions of Florida Law in keeping open said office.

Carol L. Joyner
(registered agent)