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TRANSMITTAL LETTER

| FROM: | • |
|---|------------------------------------|
| Name of corporation: | res Inc. |
| · · · · · · · · · · · · · · · · · · · | NIVERSITY DR #301 |
| City Davie State | FL ZIP 33324 |
| | |
| DEAR CORPORATIONS DIVISION: | |
| Please find enclosed: | |
| 1. An original Articles of Incorporation and one cop | y for the above named corporation. |
| 2. A certified check or money order in the amount | |
| , | 101 ming 1000. |
| | |
| A CERTIFIED COPY is is not 🗆 requested | _ |
| If a certified copy is requested, the additional fee in enclosed. | the amount of $\frac{52.50}{1}$ is |
| enclosed. | |
| | |
| Please send responses or receipts concerning this f | iling to the above address. |
| | • |
| Thank you very much. | 4000020109449 -11/21/9601038009 |
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| Elando Sout | |
| Incorporator | S S |
| 954-523-0095 | |
| Telephone Number | 22 II |
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ARTICLES OF INCORPORATION

Chapter 607 of the Florida Business Corporation Act the understand incorporation

| Pursuant to Chapter 607 of the Florida Business Corporation Act, the undersigned incorporator submits these articles of incorporation for the purpose of forming a for-profit corporation. |
|---|
| Article 1. The name of the Corporation is: |
| LAND VENTURES INC. |
| Article 2. The principal place of business and mailing address of this corporation is: |
| 2269 S UNIVERSITY DR #301 DAVIE FL 33324 |
| Article 3. The corporation is authorized to issue one class of stock, that stock being shares of no par value, common stock, with identical rights and privileges, the transfer of which is restricted according to the bylaws of the corporation. Article 4. The name and address of the corporation's initial registered agent is: |
| EDUARDO LAUTIERI 1305 TANGELO ISLE FT LAUD FL 33315 |
| Article 5. The name and street address of the incorporator of this corporation is: EDUARDO LAUTIERI 1305 TAWGELO ISLE FT LAUD FL 33815 |
| Article 6. No Director shall be held liable to the corporation or its shareholders for monetary damages due to a breach of fiduciary duty, unless the breach is a result of self-dealing, intentional misconduct, or illegal actions. |

In witness whereof, the undersigned incorporator has executed these Articles of Incorporation on the date below. The undersigned incorporator hereby declares, under penalty of perjury, that the statements made in the forgoing Articles of Incorporation are true, and that the incorporator is at least eighteen years of age.

Date Signature of Incorporator EDUARDO LAUTIER I

CERTIFICATE OF DESIGNATION OF REGISTERED OFFICE AND REGISTERED AGENT

Pursuant to section 607.0501 of The Florida Business Corporation Act, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the eq. red office and registered agent, in the State of Florida.

| 1. The name and a - is of the corporation's registered agent and reg | gistered office is: |
|--|---|
| EDUARDO LAUTIERI | |
| Name | |
| 1305 TANGELO ISLE | |
| | |
| FT LIAUD FL 33315 | |
| City/State/ZIP | |
| | |
| Having been named as the registered agent and to accept service of stated corporation at the place designated in this certificate, I hereby a as registered agent and agree to act in this capacity. I further agre provisions of all statutes relating to the proper and complete performar am familiar with and accept the obligations of my position as registered. Signature of registered agent. | process for the above accept the appointment se to comply with the acc of my duties, and I agent. |
| 11-13-96 | - 1 |
| Date of signature | |
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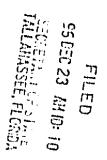
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| W NEW FILINGS | AMENDMENTS | | Z Z Z |
| Profit | Amendment | | CC 6 D |
| NonProfit | Resignation of R.A., Offi | cer/ Director | ETA SELLA |
| Limited Liability | Change of Registered Ag | SH /0 | FILED 96 DEC 23 AN 10: 10 SEGRETARY OF STATE TALLAHASSEE, FLORIDA |
| Domestication | Dissolution/Withdrawal | | FE(S) |
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| | Trademark | | |

Examiner's Initials

Other

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF



Land Ventures Inc.
(present name)

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: (indicate article number(s) being amended, added or deleted)

Eduardo Lautieri President 1305 Tangello Fsle Ft Laud Fla 33315

Paniel P Smith Vice President 59 E Tr: Ilium Circle Woodlands Tx 77381

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

| THIRD: 7 | The date of each amendment's adoption: 12/19/96 | | | |
|---|---|--|--|--|
| FOURTH: | Adoption of Amendment(s) (CHECK ONE) | | | |
| | The amendment(s) was/were approved by the shareholders. The number of votes east for the amendment(s) was/were sufficient for approval. | | | |
| | The amendment(s) was/were approved by the shareholders through voting groups. The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s): | | | |
| | "The number of votes cast for the amendment(s) was/were sufficient for approval by | | | |
| | voting group | | | |
| | The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required. | | | |
| ઇ | The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required. | | | |
| Signed this 19 day of December, 19 96 | | | | |
| Signature | (By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by | | | |
| | the shareholders) | | | |
| | OR | | | |
| | (By a director if adopted by the directors) | | | |
| | OR | | | |
| | (By an incorporator if adopted by the incorporators) | | | |
| | Edinala Lautina | | | |
| Eduardo Luutien. Typed or printed name | | | | |
| · · · · · · · · · · · · · · · · · · · | | | | |
| President/Incorporator | | | | |
| | Title | | | |

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