

HUMBERTO E. RUIZ & ASSOCIATES, INC.
Enrolled To Practice Before IRS

2200 Corporate Boulevard
Suite 312
Boca Raton, Fl 33431
(407) 241-3501
(407) 241-3507 (Fax)

P97000054833

97 JUN 11 AM 9:12

Secretary of State
Corporate Records Bureau
Division of Corporations
Department of State
409 East Gaines Street
Tallahassee, Florida 32399

Re: Terra e Mare Corp. OF South Florida
(LAND AND SEA)
To Whom It May Concern:

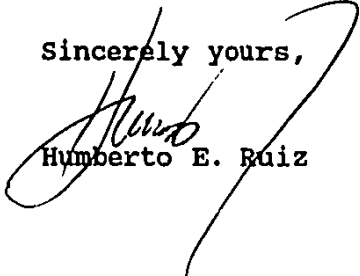
Attached please find the articles of incorporation for the
above referenced corporation, along with a check for \$122.50 to
cover the processing fees. Please process these documents and
return the to the following address as soon as they are completed:

Humberto E. Ruiz
& Associates, Co.
2200 Corporate Boulevard
Suite 312
Boca Raton, Fl 33431

400002208964--9
-06/11/97--01083--007
****122.50 ****122.50

If you have any additional questions, please contact me.
Thank you for your prompt attention to this matter.

Sincerely yours,


Humberto E. Ruiz

Enclosures

~~6197-1377-7~~

KP
6-23-97



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

June 12, 1997

HUBERTO E. RUIZ & ASSOCIATES, INC.
2200 CORPORATE BLVD. STE. 312
BOCA RATON, FL 33431

SUBJECT: TERRA E MARE CORP.
Ref. Number: W97000013767

We have received your document for TERRA E MARE CORP. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please provide an English translation for the entity's name in your cover letter.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6929.

Randall Purintun
Document Specialist

Letter Number: 597A00031568

ARTICLES OF INCORPORATION
OF

Terra e Mare Corp. of South Florida

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt the following articles of incorporation:

ARTICLE 1 - NAME The name of the corporation is Terra e Mare Corp. of South Florida.

ARTICLE 2 - DURATION The term of existence of the corporation is perpetual.

ARTICLE 3 - PURPOSE The corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE 4 - CAPITAL STOCK The aggregate number of shares which the corporation has authority to issue is 50 all of which shall be common shares with no par value.

ARTICLE 5 - REGISTERED OFFICE
The street address of the initial registered and principal office of the corporation is 205 Costanera Road Coral Gables, FL 33143, and the name of the initial registered agent at such address is Magdalena Manotas.

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FILED
CLERK OF COURT

ARTICLE 6 - DIRECTORS

The business of the corporation shall be managed by the stockholders of the corporation rather than by a board of directors.

ARTICLE 7 - COMMENCEMENT OF EXISTENCE

The corporation shall be deemed to commence its existence on June 9, 1997.

ARTICLE 8 - INCORPORATOR

The names and addresses of the Incorporator is:

Magdalena Manotas

205 Castanera Road

Coral Gables, FL 33143

ARTICLE 9 - PREEMPTIVE RIGHTS

Each shareholder of any class of stock of this corporation shall be entitled to full preemptive rights to purchase any unissued of treasury shares of the corporation and any securities of the corporation convertible into or carrying a right to subscribe to or acquire shares of any such unissued or treasury shares.

ARTICLE 10 - BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the stockholders of the corporation.

ARTICLE 11 - SHAREHOLDER ACTION

All of the stockholders of the corporation shall be required for any shareholder action.

ARTICLE 12 - AMENDMENT OF ARTICLES

The shareholders shall have to power to adopt, amend, alter, change or repeal these articles of incorporation when proposed and approved at a stockholders meeting, with no less than a majority vote of the common stock.

ARTICLE 13 - CUMULATIVE VOTING

The shareholders of this corporation shall be allowed to vote their shares cumulatively so as to give one candidate as many votes as the number of directors to be elected multiplied by the number of his shares, and to distribute them among as many candidates as he may wish. Notice must be given by any shareholder to the President or another principal officer of said corporation not less than twenty-four hours prior to the time set for the holding of a shareholders meeting for the election of directors that said shareholder intends to cumulate his vote at said election.

ARTICLE 14 - STOCK TRANSFER RESTRICTIONS

- A. A shareholder may not transfer, sell assign, pledge or otherwise dispose of his shares of stock on this corporation until such shares have first been offered to the corporation by written notice.

The offer to sell the stock shall be made to the corporation at a negotiable price and said offer shall remain open to the corporation for a period of thirty days after receipt of the offer by the corporation. In the event the corporation does not accept the offer a similar offering in writing shall be made to the remaining shareholders at the same price for the pro rate proportion of their shares to the total number of outstanding shares less the shares of the offering shareholder. In the event the offer shall not be accepted within thirty days after receipt of the offer by the shareholder, the share may be transferred to the interested outside purchaser at that price.

- B. In the event of the death of any shareholder, the corporation shall have first option to purchase the stock of the corporation by so notifying the personal representative of the estate of the deceased shareholder within thirty days after notification by the personal representative of the death of the shareholder. The purchase price shall be the book value of the decedent stock, unless some other value is stipulated in a separate agreement executed by the stockholders and the corporation.

IN WITNESS WHEREOF, I have subscribed by name on

JUNE 6, 1997.

Magdalena Manotas
Magdalena Manotas
Shareholder, Incorporator

STATE OF FLORIDA
COUNTY OF DADE

BEFORE ME, a Notary public, personally appeared
Magdalena Manotas, known to me to be the person whose name is
subscribed to the within instrument, and acknowledged that
she executed the same for the purpose therein contained.

IN WITNESS WHEREOF, I hereunto set my hand and official
seal at Miami, Florida, on JUNE 6, 1997.

Humberto E. Ruiz
NOTARY PUBLIC
State of Florida
at Large

My Commission Expires:

OFFICIAL NOTARY SEAL HUMBERTO E. RUIZ NOTARY PUBLIC STATE OF FLORIDA COMMISSION NO. CC543990 MY COMMISSION EXP. MAR. 31, 2000

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

FILED
SECRETARY OF STATE
STATE OF FLORIDA

97 JUN 11 AM 9:12

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is: Terra e Mare Corp. of *South Florida*
2. The name and address of the registered agent and office is: Magdalena Manotas - 205 Castaneda Road
Coral Gables, FL 33143

x Magdalena Manotas
June 9, 1997

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

x Magdalena Manotas
DATE: June 9, 1997