

5205 SOUTH ORANGE AVENUE
SUITE 206
ORLANDO, FLORIDA 32809

(407) 812-7422
FAX: (407) 812-7424

7/15/97

Secretary of State
Corporate Division
The Capitol
Tallahassee, Florida 32304

Re: Articles of Incorporation
Terra Flat Corporation

700002245287--7
07/23/97--01091--004
\$\$\$70.00 \$\$\$70.00

Dear Madam/ Sir:

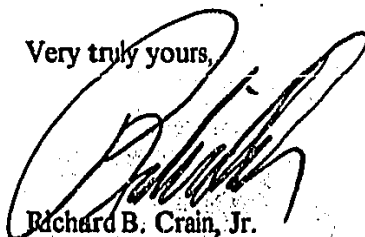
I enclose herewith an original and a copy of Articles of Incorporation for the above referenced corporation. In addition, a check in the sum of \$70.00 is enclosed which represents the following fees:

Filing fee	\$35.00
Registered Agent fee	35.00
	<u>\$70.00</u>

Please file the Articles of Incorporation and return a copy to this office.

Your cooperation is greatly appreciated.

Very truly yours,


Richard B. Crain, Jr.

JN 7-24-97

ARTICLES OF INCORPORATION
OF
TERRA FLAT CORPORATION

FILED
97 JUL 23 PM 1:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby organize a corporation for profit under the provisions of the Florida General Corporation Act, and pursuant to the following Articles of Incorporation.

ARTICLE I

Name

The name of this corporation is:

Terra Flat Corporation

ARTICLE II

Duration

This corporation shall have perpetual existence, commencing upon filing.

ARTICLE III

Purpose

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV

Capital Stock

This corporation is authorized to issue One-Million (1,000,000) shares of common stock with no par value.

ARTICLE V

Preferences, Privileges, Restrictions and Rights

Each share of common stock confers the same rights and privileges as conferred by all other shares of common stock.

ARTICLE VI

Preemptive Rights

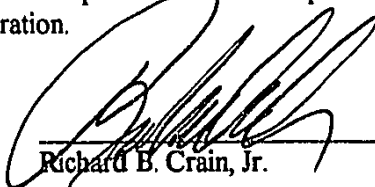
Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the same price it is offered to others.

ARTICLE VII

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is: 5205 South Orange Ave., Suite 206, Orlando, Florida 32809, and the name of the initial registered agent of this corporation at that address is: Richard B. Crain, Jr.

I hereby am familiar with and accept the duties and responsibilities as registered agent for Terra Flat Corporation.


Richard B. Crain, Jr.

ARTICLE VIII

Principal Office and Mailing Address

The street address of the principal office and mailing address of the corporation is:

Terra Flat Corporation
Suite 206
5205 South Orange Ave.
Orlando, Florida 32809

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE IX

Initial Board of Directors

This corporation shall have four (4) directors initially. The number of directors may be increased or decreased from time to time by the Bylaws, but shall never be less than one (1). The names and addresses of the initial directors of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Richard B. Crain, Jr.	5205 S. Orange Ave. Suite 206 Orlando, Florida 32809
William R. Harwood	5205 S. Orange Ave. Suite 206 Orlando, Florida 32809
John J. Cardozo	5205 S. Orange Ave. Suite 206 Orlando, Florida 32809
Thomas E. Hendrix	5205 S. Orange Ave. Suite 206 Orlando, Florida 32809

ARTICLE XI

Indemnification

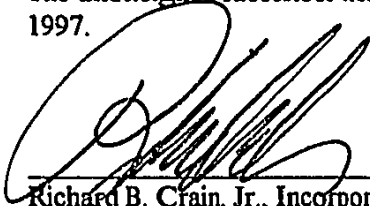
The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XII

Amendment

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon shareholders is subject to this reservation.

The undersigned subscriber hereby executes these Articles of Incorporation, this 15th. day of July, 1997.

A handwritten signature in dark ink, appearing to read 'R. B. Crain, Jr.', is written over a horizontal line.

Richard B. Crain, Jr., Incorporator