

P970000071046

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

SUBJECT: TERRA FIRMA ENTERPRISES, INC.

Enclosed is an original and one (1) copy of the articles of incorporation and a check for \$70.00 Filing Fee.

FROM: Manuel Dovo
561 E. 59 Street
Hialeah, Fla. 33013
(305)620-0837

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-05/27/97--01163--004
*****70.00 *****70.00

W97-12514

FILED
97 AUG 15 PM 4:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AL AUG 15 1997



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 29, 1997

MANUEL DOVO
561 E. 59TH STREET
HIALEAH, FL 33013

SUBJECT: TERRA FIRMA ENTERPRISES, INC.
Ref. Number: W97000012514

We have received your document for TERRA FIRMA ENTERPRISES, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

The effective date is not acceptable since it is not within five working days of the date of receipt.

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) 487-6928.

Agnes Lunt
Corporate Specialist

Letter Number: 697A00029067



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

July 7, 1997

MANUEL DOVO
561 E. 59TH STREET
HIALEAH, FL 33013

SUBJECT: TERRA FIRMA ENTERPRISES, INC.
Ref. Number: W97000012514

We have received your document for TERRA FIRMA ENTERPRISES, INC.. However, the document has not been filed and is being returned for the following:

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with a telephone number where you can be reached during working hours.

You failed to make the correction(s) requested in our previous letter.

The effective date is not acceptable since it is not within five working days of the date of receipt.

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 (850) 487-6928.

Agnes Lunt
Corporate Specialist

Letter Number: 097A00035118

August 1, 1997

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

SUBJECT: TERRA FIRMA ENTERPRISES, INC.

Enclosed is an original and one (1) copy of the articles of incorporation with
corrections as requested in your letter #697A000290673.
#W97000012514.

FROM: Manuel Dovo
P.O. BOX 171586
Hialeah, Fla. 33017
305 628-3045 PHONE/FAX

CERTIFICATE OF INCORPORATION
OF
TERRA FIRMA ENTERPRISES, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby associate together for the purpose of becoming a corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida, providing for the formation, liability, rights, privileges, and immunities of corporations for profit

ARTICLE ONE

This corporation is organized and incorporated under Chapter 607 Florida Statutes

ARTICLE TWO

The name of this corporation shall be Terra Firma Enterprises, Inc

ARTICLE THREE

This corporation shall commence its existence upon filing with the Secretary of State and its existence shall be perpetual unless terminated pursuant to law.

ARTICLE FOUR

The nature of the business to be transacted by this corporation is:

1 See Page 1A

2. In addition, this corporation may engage in any activity or business permitted under the laws of the United States and of this State, including entering into contracts of co-partnership or general partnership and acting as surety for the accommodation of third parties.

To acquire, own, hold, improve, develop, operate, exploit, sell, convey, assign, lease, exchange, transfer, dispose of, pledge, mortgage, create security interests in, deal in, and loan or borrow money upon, alone or in conjunction with others, real and personal property, tangible and intangible, of every kind, character and description, or any interest therein and all kinds and forms of securities, shares of capital stock, scrip, bonds, debentures, coupons, evidences of indebtedness, obligations, trust certificates, interim receipts warrants and certificates issued or created by or being claims against any corporation, association, partnership, syndicate, entity or person, or governmental, municipal or public subdivision, district or authority

To export from and import into the United States of America and its territories and possessions, and any and all foreign countries as principal or agent, merchandise of every kind and nature, and to purchase, sell and deal in, and with, at wholesale and retail, merchandise of every kind and nature for exportation from, and importation into the United States, and to and from all countries foreign thereto, and for exportation from, and importation into, any foreign country, to and from any other country foreign thereto, and to purchase and sell domestic and foreign merchandise in domestic markets and domestic and foreign merchandise in foreign markets, and to do a general foreign and domestic exporting and importing business

ARTICLE FIVE

The maximum number of shares of common stock with \$1.00 par value that this corporation is authorized to have outstanding at any one time is 200 shares

The amounts and descriptions of other than \$1.00 par value common voting stock which this corporation is authorized to have outstanding are **NONE**

ARTICLE SIX

The amount of capital with which this corporation shall begin business shall not be less than Two Hundred (\$200.00) Dollars

ARTICLE SEVEN

The mailing address of this corporation is P.O. Box 171586, Hialeah, Florida 33017. The registered and principal offices of this corporation are located at 561 E. 59 Street, Hialeah, Florida 33013. The registered agent to accept service of process as set out in F.S. 607.164(h) is Manuel Dovo, located at 561 E. 59 Street, Hialeah, Florida 33013.

The Board of Directors may in its sole discretion change the location of the office of the corporation and the designation of the agent for service of process and notify the Secretary of State of same, without the need of any amendment of this certificate

ARTICLE EIGHT

The shareholders of this corporation will act in place of a Board of Directors, as authorized by statute.

ARTICLE NINE

The name and street address of each person signing these Articles of Incorporation as a subscriber is: Daisy Montes de Oca, 561 E. 59 Street, Hialeah, Florida 33013 and,

Manuel Dovo, 561 E. 59 Street, Hialeah, Florida 33013.

ARTICLE TEN

This corporation shall adopt by-laws by a majority vote of the shares as voted by the shareholders.

Members of the Board of Directors or the executive committee, if any, shall be deemed present at a meeting of such board or committee if a conference, telephone, or

similar communication equipment by means of which all persons participating in the meeting can hear each other, is used

The corporation may confer powers, limitations of the powers, and regulate the powers of the corporation, the directors, and the stockholders of all classes, including, but not limited to, provisions for cumulative voting for director, a list of officers, and provisions governing the issuance of stock certificates to replace lost or destroyed certificates. The foregoing powers and limitation may be incorporated in the corporations by-laws, or placed in the corporate minutes after authorization by a majority vote of the shares

The corporation is designated from time to time by the Board of Directors, or its shareholders acting in place of a Board of Directors if there be no Board of Directors, shall have the power to hold its respective directors' meeting and/or shareholders' meeting outside the State of Florida, and to keep its books (subject to statutory provisions) outside the State of Florida

The corporation, if it so provides in its minutes or its by-laws, has the right and power to determine the time, place, conditions and regulations pertaining to inspection of its accounts and books (other than the stockbook) by the stockholders, and no stockholder shall have the right to inspect any account book or document of this corporation except such right as conferred by statute, or unless authorized by a resolution of the stockholders or the Board of Directors

Stockholders of all classes are herein specifically denied any preemptive rights as to new issues of newly authorized shares and to new issues of originally authorized shares

Stockholders who wish to sell any or all of their shares must first offer them to current stockholders on an equal basis.

In addition, the corporation may:

The corporation reserves the right to amend, alter, change or repeal any provision contained herein in the manner now or hereafter prescribed by law, and all rights conferred upon stockholders herein are granted subject to this reservation.

THE UNDERSIGNED incorporators have executed these Articles of Incorporation this 1st day of August, 1997.


Daisy Montes de Oca


Manuel Dovo

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

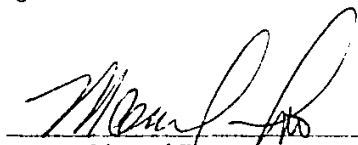
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TALLAHASSEE, FLORIDA

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 FIRMA ENTERPRISES, INC.
2. The name and address of the registered agent and office is

Manuel Dovo
561 E. 59 Street
Hialeah, Florida 33013

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.



Manuel Dovo

8/1/97

Date

DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL 32314