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24 CATHEDRAL PLACE
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ST. AUGUSTINE, FLORIDA 32084

PATTI A. CHRISTENSEN
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August 27, 1997

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

Re: TIERRA FINA, INC.

Dear Representative:

Enclosed herewith please find original and one copy of the Articles of Incorporation for the above referenced corporation, together with our firm check in the amount of \$122.50.

Once a Charter Number is issued, please return a copy of the Articles to our office.

Thank you for your assistance in this matter. Please call if you have any questions.

Best regards,

Patti Christensen

Patti A. Christensen
For the Firm

PAC/bc
Enclosure

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 AUG 28 PM 12:06

BROWN AUG 29 1997



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 7, 1997

FRANK PERES-ANDREU
5960 U.S. 1 NORTH
UNIT A
ST. AUGUSTINE, FL 32095

Copy 4

The name TIERRA FINA, INC. has been reserved for 120 days beginning May 7, 1997. The reservation number is R97000002223 and this reservation is **NONRENEWABLE**.

A reservation is not a grant of authority to use the name. It is only a withholding of a name from its availability for use by another. When the proposed document is submitted, the name will **AGAIN** be checked against the records of the Division and if still no conflict exists and all other requirements are fulfilled, the reserved name shall be filed as the entity name.

The Division of Corporations is a ministerial filing office and may not render any legal advice. The Division does not adjudicate the legality of any corporate name or arbitrate disputes between entities. You may wish to review other laws such as common law rights, including rights to a trade name; United States Code, Federal Trademark Act, Section 1051 (Lanham Act); Chapter 495, Florida Statutes, Registration of Trademarks and Service Marks (Florida Trademark Act); and Section 865.09, Florida Statutes (Fictitious Name Act).

If someone else submits the document for filing, it must have a copy of this letter attached.

Should you have any questions regarding this matter, please telephone (904) 488-9000, the Name Availability Section

Tammy Hampton

Letter number: 797A00024083

*FRANK PEREZ-ANDREU
128B RIO DEL MAR RD
ST. AUGUSTINE, FL 32084*

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 AUG 28 PM 12:06

ARTICLES OF INCORPORATION

OF

TIERRA FINA, INC.

THE UNDERSIGNED, acting hereby as Incorporator 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, liabilities, rights, privileges and immunities of a corporation for profit, pursuant to Chapter 607, Florida Statutes, and other applicable law, does hereby adopt the following Articles of Incorporation:

ARTICLE I NAME

The name of the corporation shall be TIERRA FINA, INC.

ARTICLE II ADDRESS AND REGISTERED OFFICE

The street address, principal place of business and registered office of this corporation is hereby designated to be 128-B Rio Del Mar Road, St. Augustine, Florida 32084, and such principal place of business and registered office may be changed in accordance with the By-Laws of the corporation or by appropriate action of the Board of Directors. The initial Registered Agent of this corporation whose business office is the same as the registered office is hereby designated to be FRANK PEREZ-ANDREU.

ARTICLE III NATURE OF BUSINESS

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

ARTICLE IV BY-LAWS

The corporation may in its By-Laws make any other provisions or requirements for the management or conduct of the business of the corporation, provided the same is not inconsistent with the provisions of this certificate, or contrary to the laws of this State or of the United States.

ARTICLE V
CAPITAL STOCK

The aggregate number of shares which this corporation has authority to issue is one hundred (100), all of which shall be common shares with par value of One and No/100ths (\$1.00) Dollar per share.

ARTICLE VI
INITIAL CAPITAL

The amount of capital with which this corporation shall commence business shall be one Hundred and No/100ths (\$100.00) Dollars.

ARTICLE VII
TERM OF EXISTENCE

This corporation shall have a perpetual existence unless sooner dissolved according to law.

ARTICLE VIII
DIRECTORS

This corporation shall initially have one (1) director. The number of directors may be increased from time to time in accordance with the provisions of the corporation by-laws adopted by the stockholders. The name and address of the first director is:

NAME

ADDRESS

FRANK PEREZ-ANDREU

128-B Rio Del Mar Road
St. Augustine, Florida 32084

ARTICLE IX
OFFICERS

This corporation shall consist of the following officers: President, Vice-President, Secretary & Treasurer. The officers of this corporation need not be stockholders.

ARTICLE X
INITIAL OFFICERS

The names and post office addresses of the officers who shall hold office for the first year of the existence of the corporation or until their successors are elected or appointed and have qualified are:

NAME AND ADDRESS

OFFICE

FRANK PEREZ-ANDREU
128-B Rio Del Mar Road
St. Augustine, Florida 32084

President,
V-President,
Secretary, and
Treasurer

ARTICLE XI
INCORPORATORS

The name and address of the incorporator is:

NAME

ADDRESS

FRANK PEREZ-ANDREU

128-B Rio Del Mar Road
St. Augustine, Florida 32084

ARTICLE XII
AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the directors proposed by them to the stockholders, and approved at a stockholders meeting by a majority of the stockholders entitled to vote thereon.

IN WITNESS WHEREOF, the undersigned has made and subscribed to the foregoing Articles of Incorporation on the 21 day of August, A.D., 1997.

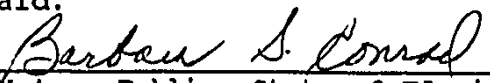

FRANK PEREZ-ANDREU

STATE OF FLORIDA
COUNTY OF ST. JOHNS:

I, the undersigned, an officer authorized to administer oaths and take acknowledgments in and for the State of Florida, do hereby certify that on the 22 day of August, 1997 personally came before me, FRANK PEREZ-ANDREU, the party who signed the foregoing Articles of Incorporation, and acknowledged to and before me that he executed the same as his free act and deed, for the uses and purposes therein set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at St. Augustine, St. Johns County, Florida, the day and year aforesaid.

OFFICIAL SEAL
BARBARA S. CONRAD
Notary Public, State of Florida
My comm. expires July 4, 1998
Comm. No. CC 383560


Notary Public, State of Florida
at Large
My Commission Expires: 02-04-98

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED.**

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

That TIERRA FINA, INC. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at City of St. Augustine, County of St. Johns, State of Florida, has named FRANK PEREZ-ANDREU located at 128-B Rio Del Mar Road, St. Augustine, County of St. Johns, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.


FRANK PEREZ-ANDREU

(Resident Agent)

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