

P9700009783S

TRANSMITTAL LETTER

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

800002349239--1
-11/17/97--01117--007
****131.25 ****131.25

SUBJECT: Terra Vista, Inc.
(Proposed corporate name - must include suffix)

* Please make effective start date: 11/14/97

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

\$70.00
Filing Fee

\$78.75
Filing Fee
& Certificate

\$122.50
Filing Fee
& Certified Copy

\$131.25
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FILED
DEPT. OF STATE
DIVISION OF CORPORATIONS
97 NOV 17 PM 9:28

FROM: Richard S. Kearney
Name (Printed or typed)

3372 Capital Circle NE
Address

Tallahassee, FL 32308
City, State & Zip

850-531-0066
Daytime Telephone number

DEPT. OF STATE
DIVISION OF CORPORATIONS
97 NOV 17 PM 1:59

NOTE: Please provide the original and one copy of the articles.

11-17-97
WS

**ARTICLES OF INCORPORATION
OF
TERRA VISTA, INC.**

THE UNDERSIGNED, for the purpose of forming a corporation for profit pursuant to Chapter 607, Florida Statutes, does hereby adopt the following Articles of Incorporation:

ARTICLE I. NAME

The name of the Corporation is TERRA VISTA, INC.

ARTICLE II. DURATION

This Corporation is to exist perpetually.

ARTICLE III. PRINCIPAL PLACE OF BUSINESS

The principal place of business for this corporation is 3372 Capital Circle NE, Tallahassee, FL 32308-3710.

ARTICLE IV. PURPOSE

This Corporation is organized for any and all purposes as authorized by the laws of the United States and Florida and to do everything necessary and proper or convenient for the accomplishment thereof or incidental thereto not prohibited by the laws of the United States and Florida; and for the purpose of transacting any and all business permitted under the laws of the United States and Florida.

ARTICLE V. CAPITAL STOCK

This Corporation is authorized to issue 500 shares of One Dollar (\$1.00) par value common stock.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 3372 Capital Circle NE, Tallahassee, FL 32308-3710, and the name of the initial registered agent of this Corporation at that address is Richard S. Kearney.

ARTICLE VII. BOARD OF DIRECTORS

This Corporation shall have no less than one nor more than five Directors. The number of Directors may be either increased or diminished from time to time in the manner provided in the By-Laws. The name and address of the Directors of this Corporation are:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 NOV 17 PM 2:28

Richard S. Kearney
2845 Cercy Trace
Tallahassee, FL 32308-2523

Bernadette Kearney
2845 Cercy Trace
Tallahassee, FL 32308-2523

ARTICLE VII. SUBSCRIBERS

The name and post office address of each subscriber of these Articles of Incorporation, the number of shares of stock each agrees to take and the value of the consideration thereof are:

NAME

ADDRESS

Richard S. Kearney

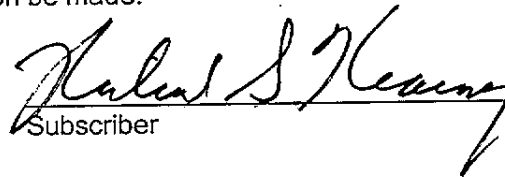
2845 Cercy Trace
Tallahassee, FL 32308-2523

ARTICLE IX. INCORPORATION

The name and address of the person signing these Articles is Richard S. Kearney, 2845 Cercy Trace, Tallahassee, FL 32308-2523.

ARTICLE X. AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.


Subscriber

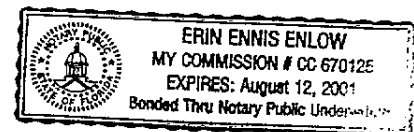
STATE OF FLORIDA
COUNTY OF LEON

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared Richard S. Kearney, to me known to be the person described as subscriber in and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to the same.

WITNESS me hand and official seal in County and State named above the 10th day of November 1997.


NOTARY PUBLIC

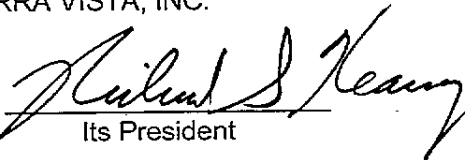
My commission expires:



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

In compliance with Section 48.091, Florida Statutes, it is certified that TERRA VISTA, INC. desiring to organize and qualify under the laws of the State of Florida, with its principal place of business at 3372 Capital Circle NE, City of Tallahassee, State of Florida, has named Richard S. Kearney located at 3372 Capital Circle NE, City of Tallahassee, State of Florida, as its agent to accept service of process within Florida.

TERRA VISTA, INC.

By: 
Its President

ACCEPTANCE OF APPOINTMENT AS RESIDENT AGENT

Having been named to accept service of process for the above-stated corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provision of all statutes relating to the proper and complete performance of my duties.

Signature: 
Resident Agent

Date: November 14, 1997

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 NOV 17 PM 3:28