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To: Division of Corporations
Fax Number : (850)922-4001

From: Account Name : CORPORATE CREATIONS INTERNATIONAL INC.
Account Number : 110432003053
Phone : (305)672-0686
Fax Number : (305)672-9110

EFFECTIVE DATE

8-20-98

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.

Tierra España USA, Inc.

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ARTICLES OF INCORPORATION

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article I. Name

The name of this Florida corporation is:
Tierra España USA, Inc.

Article II. Address

The mailing address of the Corporation is:
Tierra España USA, Inc.
c/o Juris Magister Corporate Services
80 SW 8th Street, Suite 2077
Miami FL 33130

Article III. Registered Agent

The name and address of the registered agent of the Corporation is:
Luis Agramunt
80 SW 8th Street, Suite 2077
Miami FL 33130

Article IV. Board of Directors

The name of each member of the Corporation's Board of Directors is:

Antonio Calleja
Joseph Stanley

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

Juris Magister Corporate Services
80 SW 8th Street, Suite 2077
Miami FL 33130
305-373-5802

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Article V. Capital Stock

The Corporation shall have the authority to issue 1,000 shares of common stock, par value \$1.00 per share.

Article VI. Incorporator


The name and address of the incorporator is:

Juris Magister Corporate Services
80 SW 8th Street, Suite 2077
Miami FL 33130

Article VII. Corporate Existence

These Articles of Incorporation shall become effective and the corporate existence will begin on August 20, 1998.

The undersigned incorporator executed these Articles of Incorporation on August 25, 1998.



JURIS MAGISTER CORPORATE SERVICES

Luis Agramunt, President
by L.A. Uriarte as attorney-in-fact

Juris Magister Corporate Services
80 SW 8th Street, Suite 2077
Miami FL 33130
305-373-5802

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**

CORPORATION:

Tierra España USA, Inc.


REGISTERED AGENT/OFFICE:

Luis Agramunt

80 SW 8th Street, Suite 2077

Miami FL 33130

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



LUIS AGRAMUNT

by L.A. Uriarte as attorney-in-fact

Date: August 25, 1998.

Juris Magister Corporate Services
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