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GUDRUN MARIA NICKEL, P.A.  
ATTORNEY AT LAW

ADMITTED TO PRACTICE IN:

- FLORIDA
- ILLINOIS
- KANSAS
- MONTANA

DEUTSCHSPRACHIG  
GERMAN SPEAKING

BY APPOINTMENT ONLY

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February 22, 1999

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

700002787647--6  
-02/25/99--01036--005  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

RE: Terra Homes, Inc.

Dear Sir/Madam:

Enclosed are the Articles of Incorporation for the above-named corporation, (original and one copy) along with our check in the total amount of \$70.00 for filing (certified copy not required). Please return the file-stamped copy of the Articles to this office at your earliest convenience.

Thank you.

Sincerely,

Gudrun M. Nickel

GMN/hs  
Enc.

FILED  
99 FEB 25 AM 11:21  
TALLAHASSEE, FLORIDA

GUDRUN MARIA NICKEL, P.A.  
ATTORNEY AT LAW

B. BROCK FEB 26 1999

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

The undersigned hereby adopts the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida:

**ARTICLE I - Name**

The name of the corporation is **TERRA HOMES, INC.** The principal place of business of the corporation is 3813 Clipper Lane, Naples, Florida 34112. The mailing address of the corporation is 3813 Clipper Lane, Naples, Naples, Florida 34112.

**ARTICLE II - Commencement and Duration**

The corporation is to commence its corporate existence on the date of filing, and shall exist perpetually thereafter until dissolved according to law.

**ARTICLE III - Purpose**

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

**ARTICLE IV - Stated Capital - Classes of Stock**

The corporation is authorized to issue 1000 shares of common stock at \$1.00 par value.

**ARTICLE V - Stock Ownership**

In the event stock is held jointly by more than one person or entity, one owner of that jointly-held stock shall be designated as the owner authorized to cast his or her vote.

**ARTICLE VI - Board of Directors**

All corporate powers shall be exercised by and under the authority of, and the business and affairs of the corporation shall initially be managed under the direction of, the board of directors of corporation. There shall be one (1) initial director(s) as follows:

FRANZ STEPPUHN

3813 Clipper Lane  
Naples, Florida 34112  
U.S.A.

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99 FEB 25 AM 11:21  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

### **ARTICLE VIII - Officers**

The initial officer(s) of the corporation shall be as follows:

FRANZ STEPPUHN

- President/Secretary/Treasurer

### **ARTICLE IX - Indemnification**

The corporation shall indemnify any officer or director, or person exercising powers and duties of an officer or director, to the full extent now or hereafter permitted by law.

### **ARTICLE X - Bylaws**

The power to adopt, alter, amend or repeal bylaws shall be vested in the board of directors.

### **ARTICLE XI - Pre-emptive Rights**

Every shareholder, upon the issuance 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 at the price at which it is offered to others.

### **ARTICLE XII - Amendment**

The Articles of Incorporation may be amended at any time pursuant to the requirements of Florida Statutes, at any regular meeting or at a special meeting called for that purpose.

### **ARTICLE XIII - Incorporator**

The name and address of the Incorporator to these articles of incorporation is:

GUDRUN MARIA NICKEL, P.A.

350 Fifth Avenue South

Suite 200

Naples, FL 34102

### **ARTICLE XIV - Initial Registered Office and Agent**

The street address of the initial registered office of the corporation is 1390 Gulf Star Drive S., Naples, Florida 34112, and the name of the initial registered agent of the corporation at that address is Dennis Kory.

**IN WITNESS WHEREOF**, the undersigned, as incorporator, hereby executes

these Articles of Incorporation this 18<sup>th</sup> day of February, 1999.

GUDRUN MARIA NICKEL, P.A.

By: [Signature]  
Gudrun M. Nickel

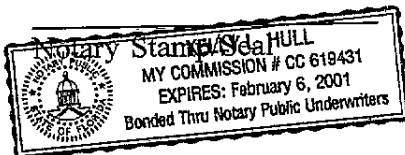
STATE OF FLORIDA  
COUNTY OF COLLIER

The foregoing instrument was subscribed to before me this 18<sup>th</sup> day of Feb, 1999, by Gudrun M. Nickel, as President of Gudrun Maria Nickel, P.A., to me personally known (or who produced \_\_\_\_\_ as identification), who stated under oath that s/he is the person described in and who executed said instrument for the purposes therein expressed.

My Commission Expires:

Kelly L. Hull  
Notary Public

Kelly L. Russell - Hull  
Type or Print Notary Name  
Notary Number: \_\_\_\_\_



We are hereby familiar with and accept the duties and responsibilities as registered agent for FRANK STEPPUN - TERRA HOMES, INC.

by: [Signature]  
Dennis Kory

\*

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CLERK OF STATE  
TALLAHASSEE, FLORIDA