

P99000036881

Taylor, Messick & Tosti, P.C.

Walter H. Messick

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Fairfax, Virginia 22031  
(703) 385-3322

April 16, 1999

CERTIFIED MAIL - RETURN RECEIPT REQUESTED

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

700002845337--4  
-04/20/99--01075--014  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Re: Articles of Incorporation for Terra Zero, Inc.

Ladies and Gentlemen:

Enclosed is an original and one (1) copy of the Articles of Incorporation for Terra Zero, Inc., along with a check for \$78.75 (\$35.00 filing fee, \$35.00 registered agent designation, \$8.75 for certified copy).

Please call me at 561/995-8868 if you have any questions.

Sincerely,

*Walter H. Messick*

Walter H. Messick

FILED  
99 APR 20 PM 3:52  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

T. SMITH APR 22 1999

ARTICLES OF INCORPORATION  
OF  
TERRA ZERO, INC.

In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, hereby acts as an incorporator in adopting and filing the following articles of incorporation for the purpose of organizing a business corporation.

ARTICLE I

The name of the Corporation ("Corporation") is Terra Zero, Inc.

ARTICLE II

The existence of the Corporation shall begin on May 1, 1999.

ARTICLE III

The street address of the principal office of the Corporation is 102 NE 2<sup>nd</sup> St., Unit 286, Boca Raton, FL 33432.

ARTICLE IV

The maximum number of shares this Corporation is authorized to issue is 10000, par value \$.01 per share, all of which shall be Common Shares. All Common Shares shall be identical with each other in every respect and the holders of Common Shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE V

The initial street address of the Corporation's registered office is Terra Zero, Inc., c/o Taylor, Messick & Tosti, P.C., 2101 Corporate Blvd., Suite 101, Boca Raton, FL 33431. The initial registered agent for the Corporation at that address is Walter H. Messick.

ARTICLE VI

The initial board of directors shall consist of one member. This number may be increased or decreased from time to time in accordance with the Corporation's bylaws, but shall never be less than one. The names and addresses of the persons who will serve on the initial board of directors are:

Name

Address

Patrick J. Fornari

1159 Hillsboro Mile,  
Hillsboro Beach, FL 33062

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TALLAHASSEE, FLORIDA

ARTICLE VII

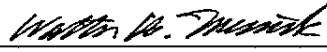
The names and street addresses of the persons signing these articles of incorporation are:

Name	Address
Walter H. Messick	Taylor, Messick & Tosti, P.C. 2101 Corporate Blvd., Suite 101 Boca Raton, FL 33431

ARTICLE VIII

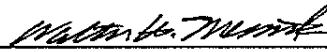
The Corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation on .....(date).....

  
\_\_\_\_\_  
Name: Walter H. Messick  
Incorporator

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for Terra Zero, Inc. at the place designated in the articles of incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501(3).

  
\_\_\_\_\_  
Name: Walter H. Messick

Date: April 16, 1999

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