

P9900004229

FILED

99 MAY -4 PM 2:18

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 227376 149034A

AUTHORIZATION :

*Patricia Pugh*

COST LIMIT : \$ PPD

ORDER DATE : May 4, 1999

ORDER TIME : 11:05 AM

ORDER NO. : 227376-005

CUSTOMER NO: 149034A

CUSTOMER: Ms. Monique Socarras  
PATRICK C. BARTHET, P.A.  
PATRICK C. BARTHET, P.A.  
Suite 1800  
200 S. Biscayne Boulevard  
Miami, FL 33131

600002862446--7

-05/04/99--01089--013

\*\*\*\*\*78.75 \*\*\*\*\*78.75

DOMESTIC FILING

NAME: TERRA FARMS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
XX PLAIN STAMPED COPY  
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christine Lillich

EXAMINER'S INITIALS:

99 MAY -4 PM 1:43  
DIVISION OF CORPORATIONS

*7/1 5/10/99*  
*1499-10466*



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

RECEIVED  
99 MAY 10 AM 11:26

May 5, 1999

CSC NETWORKS  
1201 HAYS ST  
TALLAHASSEE, FL 32301

SUBJECT: TERRA FARMS, INC.  
Ref. Number: W99000010466

**RESUBMIT**

Please give original  
submission date as file date.

We have received your document for TERRA FARMS, INC. and check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved/revoked entity. Names of administratively dissolved/revoked entities are not available for one year from the date of administrative dissolution/revocation unless the dissolved/revoked entity provides the Department of State with a notarized affidavit stating that they have no intention of reinstating, therefore, releasing the name for use to another entity.

Simply adding "of Florida" or "Florida" to the end of a name is not acceptable.

If you have any further questions concerning your document, please call (850) 487-6915.

Pamela Hall  
Document Specialist

Letter Number: 999A00024224

**PATRICK C. BARTHET**  
**L A W   O F F I C E S**  
A PROFESSIONAL ASSOCIATION

200 South Biscayne Boulevard, Suite 1800  
Miami, Florida 33131

(305) 347.5290 • Fax (305) 377.8695

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Patrick C. Barthet  
Gary E. Davidson  
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Nancy C. Wear  
Paul M. Renner

Florida Keys Office  
81900 Overseas Highway  
Islamorada, Florida 33036  
(305) 664.3477  
Fax: (305) 664.3404

May 7, 1999

**Via Overnight Delivery**

CSC  
1201 Hays Street  
Tallahassee, Florida 32301

Re: Articles of Incorporation for Terra Farms, Inc.  
Your Order: #227376-005  
Our Account: # 149034A

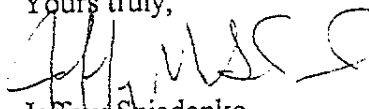
Gentlemen:

In regard to the above matter and the Articles of Incorporation for the above entity we understand are still in CSC's possession, we enclose an original letter addressed to the Florida Department of State which acknowledges a potential conflict with the corporate name but indicates our intention that the entity be incorporated nevertheless. As well, we understand that since we had previously forwarded our firm check for the Department of State filing fees along with the Articles, same are being held by the Department of State and available to facilitate this entity's incorporation.

Please file this letter immediately, along with the original Articles of Incorporation in CSC's possession, with the Florida Department of State, and then fax us back confirmation of having accomplished same.

As well, you should invoice our account for the charges incurred in facilitating this filing.  
Thank you.

Yours truly,



Jeffrey Shiadanko  
Legal Assistant

**PATRICK C. BARTHET**  
**L A W   O F F I C E S**  
**A P R O F E S S I O N A L A S S O C I A T I O N**

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Fax: (305) 664.3404

May 7, 1999

Florida Department of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, Florida 32399  
Attn: Pam Hill

RE: Terra Farms, Inc.

Dear Ms. Hill:

With respect to the incorporation of the above referenced entity, this will confirm that we are currently aware of the existence of a similarly pronounced entity, Tara Farms, Inc., an entity which is currently administratively dissolved by the Florida Department of State. As well, we are aware of the potential conflict that may arise should this entity be reinstated.

Nevertheless, this will confirm that we still desire that Terra Farms, Inc. be incorporated with the Florida Department of State.

Thank you for your assistance in this regard. Should you have any questions, feel free to call us at (305) 347-5290.

Yours truly,



Patrick C. Barthet  
For the Firm

PCB:jms

**ARTICLES OF INCORPORATION  
FOR  
TERRA FARMS, INC.**

**FILED**  
99 MAY -4 PM 2:18  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, for the purposes of forming a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation:

**ARTICLE I  
NAME**

The name of the corporation is TERRA FARMS, INC.

**ARTICLE II  
ADDRESS OF PRINCIPAL OFFICE/  
MAILING ADDRESS OF CORPORATION**

The address of the principal office of the corporation, and the mailing address of the corporation is 200 South Biscayne Boulevard, Suite 1800, Miami, Florida 33131.

**ARTICLE III  
AUTHORIZED SHARES**

The aggregate number of shares which the corporation is authorized to issue is 1,000.

**ARTICLE IV  
STREET ADDRESS OF INITIAL REGISTERED  
OFFICE AND NAME OF INITIAL REGISTERED AGENT**

The street address of the initial registered office of the corporation is 200 S. Biscayne Boulevard, Suite 1800, Miami, Florida 33131. The name of the initial registered agent is Patrick C. Barthet, Esquire.

**ARTICLE V  
NAME AND ADDRESS OF INCORPORATOR**

The name and address of the incorporator is Patrick C. Barthet, Esquire, 200 South Biscayne Boulevard, Suite 1800, Miami, Florida 33131.

**ARTICLE VI  
DURATION AND PURPOSE**


The duration of the corporation is perpetual and it is organized for the purpose of transacting any and all lawful business permitted under the laws of the State of Florida.

**ARTICLE VII  
NAME OF DIRECTOR**

Patrick C. Barthet, Esquire, whose address is 200 S. Biscayne Blvd, Suite 1800, Miami, Florida, shall serve as initial director.

**ARTICLE VIII  
INDEMNIFICATION**

The corporation shall indemnify each director, officer and shareholder of the corporation against any and all liability and expense incurred by him in connection with or arising out of any action, suit or proceeding in which he may be involved, by reason of his being or having been an officer, director or shareholder of the corporation.



\_\_\_\_\_  
Patrick C. Barthet, Incorporator

**ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT**

Having been designated as the registered agent for the corporation at the place designated in the foregoing Articles of Incorporation, I declare that I am familiar with and accept the obligations of that position, and hereby accept same and agree to act in that capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open.



\_\_\_\_\_  
Patrick C. Barthet, Registered Agent

**FILED**  
99 MAY -4 PM 2:18  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA