

P99000043372



May 5, 1999

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

Re: Incorporation of Terra Ventures, Inc.

Dear Sir or Madam:

Enclosed is an original and two copies of the Articles of Incorporation for Terra Ventures, Inc. and Certificate of Designation of Registered Agent/Registered Office, together with my check payable to the Florida Department of State in the amount of \$78.75 representing the following:

Filing Fees	\$35.00
Registered Agent Designation	\$35.00
Certified Copy	\$ 8.50
TOTAL	\$78.75

FILED
1999 MAY 10 PM 5:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Please provide me with an acknowledgment of filing the above incorporation and certified copy of the filed Articles at my above address.

Thank you.

Sincerely yours,

Benjamin K. Buckley

BKB/ns
Enclosures (as indicated)

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-05/10/99--01119--010
*****78.75 *****78.75

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

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1999 MAY 10 PM 5:02

FILED

ARTICLE I - NAME

The name of the corporation shall be TERRA VENTURES, INC.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be 201 North Albany Avenue, Tampa, FL 33606.

ARTICLE III - CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000.

ARTICLE IV - INITIAL REGISTERED AGENT

The name and address of the initial registered agent is: BENJAMIN BUCKLEY, 201 North Albany Avenue, Tampa, Florida, 33606.

ARTICLE V - INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is: BENJAMIN BUCKLEY, 201 North Albany Avenue, Tampa, Florida, 33606.

THE UNDERSIGNED has executed these Articles of Incorporation this 5th day of May, 1999.



BENJAMIN BUCKLEY, Incorporator

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is TERRA VENTURE, INC.
2. The name and address of the registered agent and office is:
BENJAMIN BUCKLEY, 201 North Albany Avenue, Tampa, FL 33606.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.


BENJAMIN K. BUCKLEY

DATED: 5-5-99