



THE UNITED STATES
CORPORATION
COMPANY

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99 JUL -8 AM 11:04

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 299701 92651A

AUTHORIZATION :

COST LIMIT : \$ 78.75

Patricia Pizot

ORDER DATE : July 7, 1999

ORDER TIME : 9:04 AM

ORDER NO. : 299701-005

CUSTOMER NO: 92651A

CUSTOMER: Mario S. Cano, Esq
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MARIO S. CANO, ESQ
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2121 Ponce De Leon Boulevard
Coral Gables, FL 33134-5218

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DOMESTIC FILING

NAME: Terra Ex-Im Corporation

EFFECTIVE DATE:

ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Tamara Odom

EXAMINER'S INITIALS:

PH 7/8/99

RECEIVED

99 JUL -8 AM 10:37

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

Terra Ex-Im Corporation

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99 JUL -8 AM 11: 05

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

Terra Ex-Im Corporation

The address of the principal office of this corporation shall be 8505 Mills Drive, #230, Miami, Florida 33183, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have three Directors, initially. The names and addresses of the initial members of the Board of Directors are:

Jorge Sanz Director	8505 Mills Drive, #230 Miami, Florida 33183
Alfred E. Chisholm Director	8505 Mills Drive, #230 Miami, Florida 33183
Rosa Andreu-Vila Director	8505 Mills Drive, #230 Miami, Florida 33183

ARTICLE VII. OFFICERS

The name and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

Jorge Sanz President	8505 Mills Drive, #230 Miami, Florida 33183
Alfred E. Chisholm Vice President, Secretary	8505 Mills Drive, #230 Miami, Florida 33183
Rosa Andreu-Vila Treasurer	8505 Mills Drive, #230 Miami, Florida 33183

ARTICLE VIII. PREEMPTIVE RIGHTS

The corporation elects to have preemptive rights.

ARTICLE IX. SPECIAL PROVISION

It is the intent of the Incorporator that the corporation will qualify under section 1244 of the Internal Revenue Code and shall take all actions necessary to obtain and maintain its status as an S corporation.

ARTICLE X. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Corporation Service Company
1201 Hays Street
Tallahassee, Florida 32301

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IN WITNESS WHEREOF, the undersigned agent of
Corporation Service Company, has hereunto set their hand
and seal of Corporation Service Company on July 8, 1999.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CORPORATION SERVICE COMPANY

By: Laura R. Dunlap
Its Agent, Laura R. Dunlap

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

CORPORATION SERVICE COMPANY

By: Laura R. Dunlap
Its Agent, Laura R. Dunlap