TRANSMITTAL LETTER

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

800002944598--0 -07/29/99--01013--009 *****70.00 *****70.00

SUBJECT: TEROSCANDA CORP.

(Proposed corporate name-must include suffix)

Enclosed is an original and one (1) copy of the articles of incorporation and a check for:

X \$70.00

\$78.75

\$122.50

\$131.25

Filing Fee

Filing Fee

Filing Fee and

Filing Fee,

& Certificate Certified Copy

Certified Copy &

Certificate

FROM:

Carol McAtee

Name

5156 Central Avenue

Address

St. Petersburg, FL 33707

City, State & Zip

(727) 327-1999

Daytime Telephone Number

NOTE: PLEASE PROVIDE THE ORIGINAL AND ONE COPY OF THE ARTICLES

ARTICLES OF INCORPORATION

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Ph 3: 16

Florida Business Corporation Act, hereby adopt(s) the following Articles of

12 offective on July 23, 1999.

ARTICLE I NAME

The name of the corporation shall be:

TEROSCANDA CORP.

ARTICLE II PRINCIPAL OFFICE

The mailing address of this corporation shall be:

C/O Carol Mcatee 5156 Central Ave St. Petersburg, FL 33707

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: 7,000 Shares

TEROSCANDA CORP. continued

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

Carol McAtee 5156 Central Avenue St. Petersburg, FL 33707

ARTICLE V NATURE OF BUSINESS

This corporation may engage or transact in any of 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 VI TERM OF EXISTENCE

The corporation is to exist perpetually.

ARTICLE VII PREEMPTIVE RIGHTS

Every shareholder upon the sale for cash 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 thereof at the price at which it is offered to others.

ARTICLE VIII SPECIAL PROVISION

It is the intent of the incorporator that the corporation will qualify under Section 1244 of the Internal Revenue Code.

ARTICLE IX DIRECTORS

This corporation shall have no Directors, initially. The affairs of the Corporation will be managed by the shareholders until such time Directors are designated as provided by the Bylaws.

TEROSCANDA CORP. continued

ARTICLE X INCORPORATOR(S)

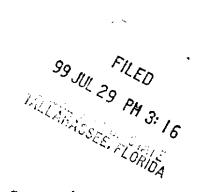
The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is (are):

Carol McAtee 5156 Central Avenue St. Petersburg, FL 33707

 Incorporator(s) has(have) executed these Articles of Incorporation this
Carol M: ate
Signature

ARTICLES OF INCORPORATION FILING FEE- \$35

CERTIFICATE OF DESIGNATION OF



REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501 or 617.0501, 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:

TEROSCANDA CORP.

2. The name and address of the registered agent and office is:

Carol McAtee 5156 Central Avenue St. Petersburg, FL 33707

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.

Signature

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DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL 32314

REGISTERED AGENT - FILING FEE - \$35