

Tuesday, October 28, 1999

Division of Corporations

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Florida Department of State  
Division of Corporations  
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Katherine Harris, Secretary of State

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**To:**

Division of Corporations  
Fax Number : (850)922-4001

**From:**

Account Name : CORPORATE CREATIONS INTERNATIONAL INC.  
Account Number : 110432003053  
Phone : (305) 672-0686  
Fax Number : (305) 672-9110

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**FLORIDA PROFIT CORPORATION OR P.A.****Terecay, Inc.**

|                       |         |
|-----------------------|---------|
| Certificate of Status | 1       |
| Certified Copy        | 0       |
| Page Count            | 04      |
| Estimated Charge      | \$78.75 |

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: B. McKnight OCT 26 1999

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## ARTICLES OF INCORPORATION

### Article I. Name

The name of this Florida corporation is:  
Terecay, Inc.

### Article II. Address

The Corporation's mailing address is:  
Terecay, Inc.  
124 12th Street East  
Tierra Verde FL 33715

### Article III. Registered Agent

The name and address of the Corporation's registered agent is:  
Christian Zeller  
929 Westwinds Boulevard  
Tarpon Springs FL 34689

### Article IV. Board of Directors

The name of each member of the Corporation's Board of Directors is:  
Soraya Ferrari  
Ligia Chiodi

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

Corporate Creations International Inc.  
941 Fourth Street #200  
Miami Beach FL 33139  
(305) 672-0686

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Article V. Capital Stock

The Corporation shall have the authority to issue 2,000 shares of common stock, par value \$.01 per share.

Article VI. Incorporator

The name and address of the incorporator is:

Corporate Creations International Inc.

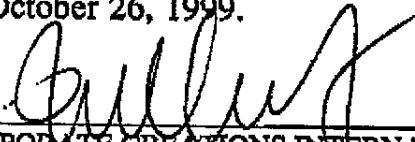
941 Fourth Street #200

Miami Beach FL 33139

Article VII. Corporate Existence

These Articles of Incorporation shall become effective and the corporate existence will begin on October 26, 1999.

The undersigned incorporator executed these Articles of Incorporation on October 26, 1999.



CORPORATE CREATIONS INTERNATIONAL INC.

Luis A. Uriarte President

Corporate Creations International Inc.

941 Fourth Street #200

Miami Beach FL 33139

(305) 672-0686

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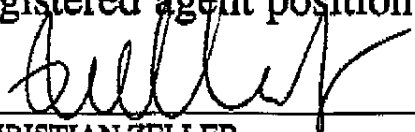
**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/OFFICE****CORPORATION:**

Terecay, Inc.

**REGISTERED AGENT/OFFICE:**

Christian Zeller  
929 Westwinds Boulevard  
Tarpon Springs FL 34689

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



CHRISTIAN ZELLER

by L.A. Uriarte as attorney-in-fact

Date: October 26, 1999

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