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STATE OF FLORIDA
TALLAHASSEE, FLORIDA

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QC

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March 17, 2003

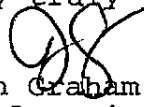
Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: GERABULK INC.

Enclosed herein please find an original and (1) ONE copy of the Application by Foreign Corporation for Authorization to Transact Business in Florida for the above named New York corporation. Enclosed please find a check made payable to Florida Department of State in the amount of \$70.00 for the corporate filing fees and a Certificate of Status.

Thank you for giving this matter your attention.

Very truly yours,


Joan Graham
Legal Assistant

encs

SECTION OF STATE
TALLAHASSEE, FLORIDA

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APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. Gearbulk Inc.
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. New York (State or country under the law of which it is incorporated)
3. 13-2989804 (FEI number, if applicable)

4. May 21, 1979 (Date of incorporation)
5. Perpetual (Duration: Year corp. will cease to exist or "perpetual")

6. Upon qualification
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SBE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 6200 Courtney Campbell Causeway, Tampa, Florida 33607
(Principal office address)

6200 Courtney Campbell Causeway, Tampa, Florida 33607
(Current mailing address)

8. Shipping Company Agent and Representative
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)
Name: Chris Sheils
Office Address: 6200 Courtney Campbell Causeway
Tampa, Florida 33607
(City) (Zip code)

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10. Registered agent's acceptance:
Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

[Handwritten Signature]
(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Kristian Jebson

Address: Gearbulk (UK) Limited

Milbourne House, Copsem Lane, Esher, Surrey KT10 9EP

Director: _____

Address: _____

B. OFFICERS

President: Kristian Jebson

Address: Gearbulk (UK) Limited

Milbourne House, Copsem Lane, Esher, Surrey KT10 9EP

Vice President: _____

Address: _____

Secretary: Chris Sheils

Address: 3 Grace Lane, Shelton CT 06484

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. *Chris Sheils, Secretary*
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Chris Sheils, Secretary
(Typed or printed name and capacity of person signing application)

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SECRETARY OF STATE
MILWAUKEE, WISCONSIN

State of New York } ss:
Department of State

I hereby certify, that the Certificate of Incorporation of GEARBULK INC. was filed on 05/21/1979, with perpetual duration, and that a diligent examination has been made of the Corporate index for documents filed with this Department for a certificate, order, or record of a dissolution, and upon such examination, no such certificate, order or record has been found, and that so far as indicated by the records of this Department, such corporation is a subsisting corporation.

The Biennial Statement is past due.



*Witness my hand and the official seal
of the Department of State at the City
of Albany, this 14th day of March
two thousand and three.*

A handwritten signature in black ink, appearing to read "Kenneth A. Denis". The signature is written in a cursive style with a large, sweeping initial "K".

Secretary of State