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November 20, 1997

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

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-11/25/97--01053--002
*****70.00 *****70.00

Re: INTERAMERICAS MARINE TRANSPORT LIMITED
AMERICAS BULK TRANSPORT LIMITED
PHOENIX BULK CARRIERS LIMITED
~~Doing Business in Florida as Transrail Sales, Inc.~~

Enclosed herein please find and originals and a copy of each of the Applications by Foreign Corporation for Authorization to Transact Business in Florida for the above named Liberian entities. Please file the documents and return to me a stamped filed copy of each application Articles. Enclosed please find 3 checks made payable to Florida Department of State in the amount of \$70.00.

Please return proof of filing to this office in the enclosed Federal Express envelope for your convenience.

Thank you for giving this matter your attention.

Very truly yours,

Lawrence A. Kirsch
Lawrence A. Kirsch

mtu
llm 11/25

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DIVISION OF CORPORATIONS
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LAK/ss
Enc.

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. PHOENIX BULK CARRIERS LIMITED CORP.

(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. LIBERIA

(State or country under the law of which it is incorporated)

3. N/A

(FEI number, if applicable)

4. JANUARY 10, 1996

(Date of Incorporation)

5. PERPETUAL

(Duration: Year corp. will cease to exist or "perpetual")

Date of Filing of this Application

6.

(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.)

7. 80 BROAD STREET, MONROVIA, LIBERIA

(Current mailing address)

8. WATERBORNE COMMERCE THROUGHOUT THE WORLD

(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box **NOT** acceptable)

Name: CORPORATION SERVICE COMPANY

Office Address: 1201 HAYS STREET

TALAHASSEE

, Florida, 32301

(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.

April L. Roberts
(Registered agent's signature)

April L. Roberts, Authorized Representative of Corporation Service Company

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 addresses of officers and/or directors: (Street address ONLY- P. O. Box NOT acceptable)

A. DIRECTORS (Street address only- P. O. Box NOT acceptable)

Chairman: TREVOR J. WILLIAMS

Address: 3RD FLOOR, PAR LA VILLE PLACE, 14 PAR VILLE ROAD
HAMILTON, BERMUDA

Vice Chairman: ARTHUR E.M. JONES

Address: 3RD FLOOR, PAR LA VILLE PLACE, 14 PAR VILLE ROAD
HAMILTON, BERMUDA

Director: DEBORAH L. PATERSON

Address: 3RD FLOOR, PAR LA VILLE PLACE, 14 PAR VILLE ROAD
HAMILTON, BERMUDA

Director: GEORGINA E. SOUSA

Address: 3RD FLOOR, PAR LA VILLE PLACE, 14 PAR VILLE ROAD
HAMILTON, BERMUDA

B. OFFICERS (Street address only- P. O. Box NOT acceptable)

President: TREVOR J. WILLIAMS

Address: 3RD FLOOR, PAR LA VILLE PLACE, 14 PAR VILLE ROAD
HAMILTON, BERMUDA

Vice President: ARTHUR E.M. JONES

Address: 3RD FLOOR, PAR LA VILLE PLACE, 14 PAR VILLE ROAD
HAMILTON, BERMUDA

Secretary: DEBORAH L. PATERSON

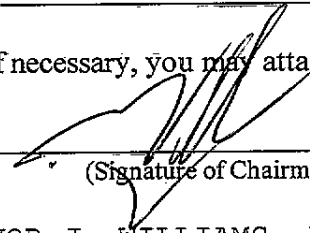
Address: 3RD FLOOR, PAR LA VILLE PLACE, 14 PAR VILLE ROAD
HAMILTON, BERMUDA

Treasurer: GEORGINA E. SOUSA

Address: 3RD FL., PAR LA VILLE PLACE, 14 PAR VILLE RD., HAMILTON, BERMUDA

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

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

14. TREVOR J. WILLIAMS, PRESIDENT
(Typed or printed name and capacity of person signing application)

**THE REPUBLIC OF LIBERIA
MINISTRY OF FOREIGN AFFAIRS**

R-36503

CERTIFICATE OF GOODSTANDING

I HEREBY CERTIFY that I have made a diligent examination of the files of the Articles of Incorporation as defined by § 1.2 (a) of the Business Corporation Act filed with this Ministry for articles, orders or records of a dissolution of

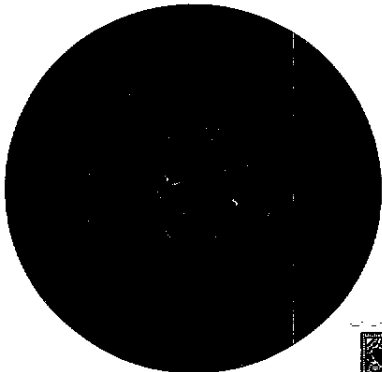
PHOENIX BULK CARRIERS LIMITED

the Articles of Incorporation of which were filed

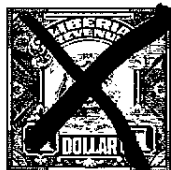
January 10, 1996

and that upon such examination, I find no such articles, orders or records, and that so as indicated by the records of this Ministry, such corporation remains a subsisting corporation in goodstanding.

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WITNESS my hand and the official seal of the Ministry of Foreign Affairs this **20th** day of **November** of One Thousand Nine Hundred and Ninety-seven.



By Order of the Minister of Foreign Affairs

Elmond

The International Trust Company of Liberia
Deputy Registrar of Corporations
Authorized Signature