

08/06/96 16:53 305 377 1422 WESLEY M. ROBINSON WATKINS 305 377 0000

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08/06/96 3:37 PM FLORIDA DIVISION OF CORPORATIONS

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TO: DIVISION OF CORPORATIONS FROM: WESLEY M. ROBINSON,  
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DEPARTMENT OF STATE 501 BRICKELL KEY DRIVE  
STATE OF FLORIDA COURVOISIER CENTRE I, SUITE  
504  
409 EAST GAINES STREET MIAMI FL 33131-  
TALLAHASSEE, FL 32399 CONTACT: ALICIA M ROBINSON  
FAX: (904) 922-4000 PHONE: (305) 377-3352  
FAX: (305) 377-1422

DOCUMENT TYPE: LIMITED LIABILITY COMPANY  
NAME: SEA-BARGE, L.C.  
FAX AUDIT NUMBER: H96000010919 CURRENT STATUS: REQUESTED  
DATE REQUESTED: 08/06/1996 TIME REQUESTED: 15:32:26  
CERTIFIED COPIES: 1 CERTIFICATE OF STATUS: 1  
NUMBER OF PAGES: 5 METHOD OF DELIVERY: FAX  
ESTIMATED CHARGE: \$346.25 ACCOUNT NUMBER:  
075512003036

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96 AUG - 6 PM 10:40  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

*Per Bobbie Givens  
Management Needs  
NOT A Qualifed.*

*250  
35  
52.50  
337.50  
8.75  
346.25*

RECEIVED  
56 AUG - 6 PM 4:05  
DIVISION OF CORPORATIONS

FILED  
H96-10919  
SEP 10 10 19  
CLERK OF DISTRICT COURT  
MAYAMOTT FLORIDA

**ARTICLES OF ORGANIZATION  
OF  
SEA-BARGE L.C.**

**ARTICLE I - NAME**

The name of this Limited Liability Company ("Company") shall be:  
SEA-BARGE, L.C.

**ARTICLE II - ADDRESS**

The mailing address and street address of the principal office of the Company is  
7570 NW 14 Street, Miami, Florida 33126.

**ARTICLE III - DURATION**

The period of duration for the Company shall be perpetual unless dissolved  
according to law or pursuant to the Regulations of the Company.

**ARTICLE IV - REGISTERED AGENT**

The name and street address of the initial registered agent of the Company are:

Wesley M. Robinson, Esq.  
Robinson & Watkins, LLP  
501 Brickell Key Drive, Suite 504  
Miami, Florida 33131

Wesley M. Robinson, Esq.  
Fla. Bar No. 339921  
501 Brickell Key Drive, Suite 504  
Miami, Florida 33131  
(305) 377-3352

H96-10919

**ARTICLE V - MANAGEMENT**

The Company is to be managed by the members and the names and addresses of the managing members are:

Name:	Address:
Sea-Barge, Inc.	7570 NW 14 Street Miami, Florida 33126.
Rips, Ltd.	7570 NW 14 Street Miami, Florida 33126.
MGC PARTNERS	7570 NW 14 Street Miami, Florida 33126.

**ARTICLE VI - ADMISSION OF ADDITIONAL MEMBERS**

The members shall have the right to admit additional members and the terms and conditions of the admissions shall be as set forth in the Regulations of the Company.

**ARTICLE VII - CONTINUATION OF BUSINESS**

The remaining members by unanimous vote may continue the Company and its business in the event of the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Company.

**IN WITNESS WHEREOF, THE UNDERSIGNED MEMBERS HAVE EXECUTED THESE ARTICLES OF ORGANIZATION AS OF AUGUST 5, 1996.**

**SEA-BARGE, INC.**

By:   
Jorge A. Lora, Vice President

Wesley M. Robinson, Esq.  
Fla. Bar No. 339921  
501 Brickell Key Drive, Suite 504  
Miami, Florida 33131  
(305) 377-3352

2

**MGC PARTNERS**

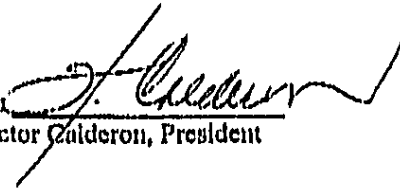
By: ROYAL MARITIME  
AGENCY, INC., Partner

H96-10919

H96-10919

RIPE, LTD.

By:   
Henry Van der Kwast, President

By:   
Hector Calderon, President

Signature of a member or authorized representative of a member.  
(In accordance with section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Wesley M. Robinson, Esq.  
Fla. Bar No. 339921  
501 Brickell Key Drive, Suite 504  
Miami, Florida 33131  
(305) 377-3352



H96-10919

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

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

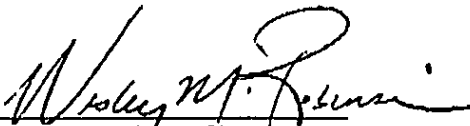
- 1. The name of the limited liability company is: SEA -BARGE L.C.
- 2. The name and address of the registered agent and office is:

Wesley M. Robinson, Esq.  
 Robinson & Watkins, LLP  
 501 Brickell Key Drive, Suite 504  
 Miami, Florida 33131

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Having been named as registered agent and to accept service of process for the above stated limited liability company 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.

Dated: August 5, 1996

  
 \_\_\_\_\_  
 Wesley M. Robinson, Esq.  
 Registered Agent

Wesley M. Robinson, Esq.  
 Fla. Bar No. 339921  
 501 Brickell Key Drive, Suite 504  
 Miami, Florida 33131  
 (305) 377-3352

08/09/96

10:13 AM

# L96000000845

## FLORIDA DIVISION OF CORPORATIONS

8/09/96  
10:13 AM

PUBLIC ACCESS SYSTEM

((H96000011082))

ELECTRONIC FILING COVER SHEET

TO: DIVISION OF CORPORATIONS  
PROFESSIONAL ASS

FROM: WESLEY M. ROBINSON,

DEPARTMENT OF STATE  
STATE OF FLORIDA

501 BRICKELL KEY DRIVE  
COURVOISIER CENTRE I, SUITE

504

409 EAST GAINES STREET  
TALLAHASSEE, FL 32399

MIAMI FL 33131-

CONTACT: ALICIA M ROBINSON

FAX: (904) 922-4000

PHONE: (305) 377-3352

FAX: (305) 377-1422

((H96000011082))

DOCUMENT TYPE: LIMITED LIABILITY

AMENDMENT

NAME: SEA-BARGE, L.C.

FAX AUDIT NUMBER: H96000011082

CURRENT STATUS: REQUESTED

DATE REQUESTED: 08/09/1996

TIME REQUESTED: 10:12:48

CERTIFIED COPIES: 1

CERTIFICATE OF STATUS: 0

NUMBER OF PAGES: 2

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ESTIMATED CHARGE: \$78.75

ACCOUNT NUMBER:

075512003036

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

96 AUG -9 PM 4:31

FILED

EFFECTIVE DATE

8-10-1996

*Completed - add name  
Linda*

DIVISION OF CORPORATIONS

96 AUG -9 AM 11:06

RECEIVED

August 12, 1996

SEA-BARGE, L.C.  
7570 N.W. 14TH STREET  
MIAMI, FL 33126

SUBJECT: SEA-BARGE, L.C.  
REF: L9600000845

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

Every corporation, limited partnership, general partnership, or trust/trustee listed as a manager or managing member of a limited liability company must have an active registration/filing on file with this office before this filing will be completed. We are enclosing the appropriate instructions and/or forms for your convenience.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6902.

Linda Stitt  
Corporate Specialist

FAX Aud. #: H96000011082  
Letter Number: 196A00038155



H96- 11082

FIRST CERTIFICATE OF AMENDMENT  
TO  
ARTICLES OF ORGANIZATION  
OF  
SEA-BARGE, L.C.

FILED  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

- 1. The name of the limited liability company is SEA-BARGE, L.C.
- 2. The date of filing of the Articles of Organization of the company is August 6, 1996.
- 3. Article V of the Articles of Organization is amended in its entirety to provide as follows:

**ARTICLE V - MANAGEMENT**

The Company is to be managed by the members and the names and addresses of the managing members are:

Name:	Address:
Sea-Barge, Inc.	7570 NW 14 Street Miami, Florida 33126.
Ripe, Ltd.	7570 NW 14 Street Miami, Florida 33126.
MGC PARTNERS	7570 NW 14 Street Miami, Florida 33126.

Wesley M. Robinson, Esq.  
Fla. Bar No. 339921  
501 Brickell Key Drive, Suite 504  
Miami, Florida 33131  
(305) 377-3352

H96-11082

EFFECTIVE DATE

8-10-96

H96-11082

InterShip Corp.

7570 NW 14 Street  
Miami, Florida 33126.

4. This First Certificate of Amendment To Articles of Organization of Sea-Barge, L.C. shall become effective August 10, 1996.

IN WITNESS WHEREOF, the undersigned Member of the Company has executed this First Certificate of Amendment as of August 9, 1996.

SEA-BARGE, INC.

By:   
Jorge A. Lora, Vice President

Signature of a member or authorized representative of a member.  
(In accordance with section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Wesley M. Robinson, Esq.  
Fla. Bar No. 339921  
501 Brickell Key Drive, Suite 504  
Miami, Florida 33131  
(305) 377-3352