

F98000007125

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: Naviera Americana S.A.
(Name of corporation - must include suffix)

Dear Sir or Madam:

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-11/12/98--01083--004
*****78.75 *****78.75

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida",
"Certificate of Existence", and check are submitted to register the above referenced foreign corporation to
transact business in Florida.

Please return all correspondence concerning this matter to the following:

W 98-25578

Judith Freundt
(Name of Person)

M.A. Martin & Associates, P.A.
(Firm/Company)

848 Brickell Avenue, Suite 830
(Address)

Miami, Florida 33131
(City/State/Zip)

Should you need to call someone concerning this matter, please call:

Judith Freundt at (305) 374-4422
(Name of Person) (Area Code & Daytime Telephone Number)

COURIER ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

November 13, 1998

JUDITH FREUNDT
M.A. MARTIN & ASSOCIATES, P.A.
848 BRICKELL AVENUE, SUITE 830
MIAMI, FL 33131

SUBJECT: NAVIERA AMERICANA S.A.
Ref. Number: W98000025578

We have received your document for NAVIERA AMERICANA S.A. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please provide an English translation for the entity's name in your cover letter.

Please list the Federal Employer Identification number in the appropriate section of the application. If applied for, enter "applied for", or if not applicable, enter "N/A".

The date first transacted business in Florida within the meaning of s. 607.1501 or 608.501, F.S., must be set forth in section 6 of the application. If the corporation/limited liability company has not yet transacted business in Florida within this meaning, please insert the words "upon qualification" in lieu of a date. (Note: Pursuant to s. 607.1502(4), F.S., this office collects a civil penalty of \$1000 for each year other than the application filing year, that a foreign corporation or limited liability company transacts business in this state without authority along with the past annual report fees due this office.)

The registered agent must sign accepting the designation.

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 (850) 487-6958.

Lée Rivers
Document Specialist

Letter Number: 798A00054809



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

November 20, 1998

JUDITH FREUNDT
M.A. MARTIN & ASSOCIATES, P.A.
848 BRICKELL AVENUE, SUITE 830
MIAMI, FL 33131

SUBJECT: NAVIERA AMERICANA S.A.
Ref. Number: W98000025578

We have received your document for NAVIERA AMERICANA S.A. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Thank you for providing the English translation of your name: AMERICAN SHIPPING, CORP. Please note that this does not affect your filing in Panama in any way; this adopted name is strictly for use in Florida. You may wish to call the number below to check the availability of any name you wish to adopt.

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the DOCUMENT SPECIALIST indicated.

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 (850) 487-6958.

Lee Rivers
Document Specialist

Letter Number: 198A00055777

RESOLUTION OF BOARD OF DIRECTORS

(Please print or type)

I, the undersigned Rafael Riva Meana, do hereby certify
(Name)

that this Resolution of the Board of Directors of Naviera Americana, S.A.

(Corporate Name)

a corporation duly organized and existing under the laws of the Country of Panama

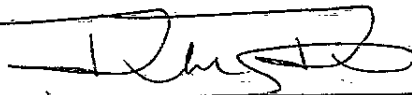
was duly adopted on March 26, , 19 98

Be it resolved, that Naviera Americana, S.A.
(Corporate Name)

organized and existing in the Country of Panama, hereby adopts the name

Naviera Asturiana, Inc. for use in Florida.
(Translation) Asturiana Shipping, Inc.

Dated: 12/6/98



Signature of either Chairman, Vice Chairman or any officer

Rafael Riva Meana

Type or print name

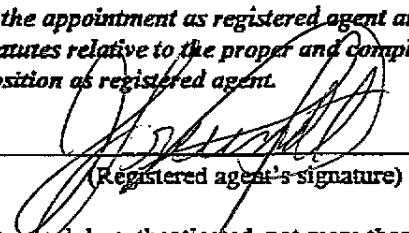
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DIVISION OF CORPORATIONS
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**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

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. Naviera Americana, S.A. (American Shipping 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. Panama (Republic of Panama) 3. N/A (will apply when authorization
(State or country under the law of which it is incorporated) (FEI number, if applicable) received)
4. March 26, 1998 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. Upon qualification
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 2890 N.W. 35th Street, Miami, Florida 33142
(Current mailing address)
8. Shipping & Freight Services
(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: Judith Freundt
Office Address: M. A. Martin & Associates, P.A.
848 Brickell Avenue
Suite 830, Miami, Florida, 33131
(Zip code)
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.


(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.

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DIVISION OF CORPORATIONS
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12. Names and addresses of officers and directors: (Street address ONLY - P.O. Box NOT acceptable)

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

Chairman: MR. Vernon Emmanuel Salazar Zurita

Address: Ultimo Piso Edificio Salduba, Urbanizacion Obarrio
Panama, Republica de Panama

Vice Chairman: Lilia Judith Tovar de Leon

Address: Ultimo Piso Edificio Salduba, Urbanizacion Obarrio
Panama, Republica de Panama

Director: Mr. Delio Jose De Leon Mela

Address: Ultimo Piso Edificio Salduba, Urbanizacon Obarrio
Panama, Republica de Panama

Director:

Address:

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

President: Fernando Resa Sierra

Address: HENAO 27 - 1 - DCHA
48009 Bilbao - Spain

Vice President:

Address:

Secretary:

Address:

Treasurer:

Address:

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

13.

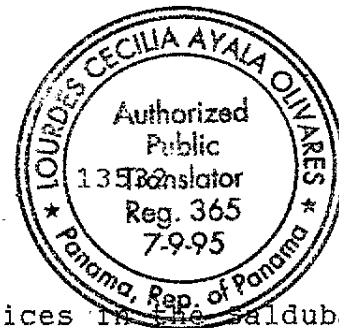
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14.

Fernando Resa - President

(Typed or printed name and capacity of person signing application)

TRANSLATION



MR. REGIONAL ADMINISTRATOR OF REVENUE:

We, QUIJANO AND ASSOCIATES, law firm, with offices in the Salduba Building, Third Floor, 53rd Street East, Urbanizacion Obarrio, Panama City, Republic of Panama, this being the place where we receive personal notifications, respectfully request before your office that you in your official capacity kindly certify that the Panamanian corporation called NAVIERA AMERICANA S.A., with taxpayer registration number 59104-0029-343426, has complied with all the payments to its Annual Franchise Tax.

Panama, August 11, 1998.

Sincerely yours,
QUIJANO AND ASSOCIATES
(Sgd.) Tiany M. Lopez A.
Id. Number 8-274-859

(Sgd.) Julio Quijano
Julio A. Quijano B.
Id. Number 8-228-896

TMLA/lt

(Seal: MINISTRY OF FINANCE AND TREASURY
DOCUMENT ADMINISTRATION
MAIL
098 AUG. 13 P237)

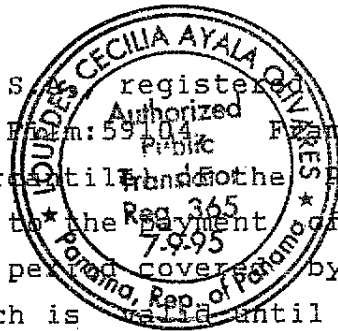
CERTIFICATION NO. 213-3614

The undersigned Regional Administrator of Revenue, a.i., of the Province of Panama, upon request of an interested party and pursuant to Cabinet Decree No. 109 of May 7, 1970.

CERTIFIES

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 DEC 31 AM 9:42

That the corporation NAVIERA AMERICANA, S. A. registered since the 30th of March of 1998, in Form: 59104, Name: 29, Microjacket: 343426, Microfilm Section (Mercantile) of the Public Registry is tax free and clear as regards to the payment of the Annual Franchise Tax for Corporations, paid covered by the payment of June 30th, 1998, payment which is valid until the 30th of June, 1999.



Issued in the City of Panama, on the ninth (09th) day of the month of September of nineteen hundred ninety-eight (1998).

(Sgd.) Illegible

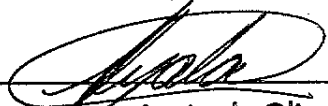
LUZ M. DE GOMEZ

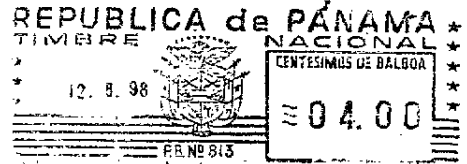
initials

AF/GR/wc

THIS IS A TRUE COPY OF THE ORIGINAL DOCUMENT IN SPANISH.

Panama, October 14, 1998.


Lourdes Cecilia Ayala Olivares
Authorized Public Translator



13532

SEÑOR ADMINISTRADOR REGIONAL DE INGRESOS:

Nosotros, QUIJANO Y ASOCIADOS, firma forense, con oficinas en el Edificio Salduba, Tercer Piso, Calle 53 Este, Urbanización Obarrio, ciudad de Panamá, República de Panamá, lugar donde recibimos notificaciones personales, solicitamos ante el despacho a su digno cargo se sirva certificar que la sociedad anónima panameña denominada NAVIERA AMERICANA S. A., con R.U.C. 59104-0029-343426, se encuentra al día en el pago de su Tasa Unica Anual.

Panamá, 11 de agosto de 1998. Muy atentamente,

QUIJANO Y ASOCIADOS

Tiany M. Lopez A.
Tiany M. López A.
Cédula No. 8-274-859

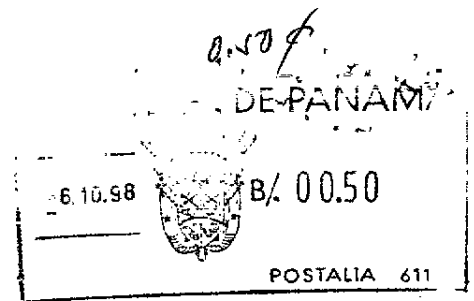
Julio A. Quijano B.
Julio A. Quijano B.

Cédula No. 8-228-896

TMLA/lt

MINISTERIO DE H. Y T.
ADM. DE DOCUMENTOS
CORRESPONDENCIA
DIVISION OF CORPORATION
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CERTIFICACION No.213-3614

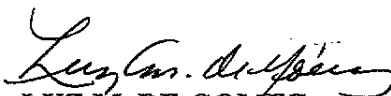


La suscrita Administradora Regional de Ingresos, a.i., de la Provincia de Panamá, a solicitud de parte interesada y de acuerdo al Decreto de Gabinete No.109 de 7 de mayo de 1970,

CERTIFICA:

Que la sociedad **NAVIERA AMERICANA, S.A.**, inscrita desde el 30 de marzo de 1998, al Rollo 59104, Imagen 29, Ficha 343426, Sección de Micropelículas (Mercantil) del Registro Público, se encuentra a Paz y Salvo en el pago de Tasa Unica Anual de las Sociedades Anónimas, período que cubre el pago del 30 de junio de 1998, pago válido hasta el 30 de junio de 1999.

Expedido en la ciudad de Panamá, a los nueve (09) días del mes de septiembre de mil novecientos noventa y ocho (1998).


LUZ M. DE GOMEZ

AF/GR/wc.

