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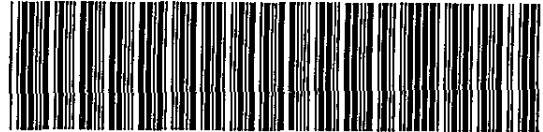
(Business Entity Name)

(Document Number)

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EFFECTIVE DATE

07/07/03

06/02/03--01060--019 **140.00

2003 JUN 19 AM 11:27
FILED
TALLAHASSEE, FLORIDA

W03-16047
J. BRYAN JUN - 5 2003

J. BRYAN JUN 24 2003

TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

FILED
2003 JUN 19 AM 11:27
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

SUBJECT: CIA. DE FOMENTO MARITIMO, S.A., LTD
(PROPOSED LIMITED PARTNERSHIP NAME – MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of partnership and a check for: **\$140.00**

\$ 35.00 Designation of Registered Agent
\$ 52.50 One Certified Copy
\$ 52.50 Capital Contributions

EFFECTIVE DATE:
07/07/03

FROM: Name (Printed or typed): **Gabriel A. Palmer**

Address: **14220 SW 9th Ter Miami FL 33184**

Daytime Telephone number: **305-471-1856**



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

June 5, 2003

GABRIEL A. PALMER
14220 SW 9TH TERRACE
MIAMI, FL 33184

SUBJECT: CIA. DE FOMENTO MARITIMO, S.A., LTD.
Ref. Number: W03000016047

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2003 JUN 19 AM 11:27
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

We have received your document for CIA. DE FOMENTO MARITIMO, S.A., LTD. and your check(s) totaling \$140.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The effective day must be specific and cannot be prior to the date of filing.

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) 245-6043.

Joey Bryan
Document Specialist

Letter Number: 303A00035297

CERTIFICATE OF FLORIDA LIMITED PARTNERSHIP

OF

CIA. DE FOMENTO MARITIMO, S.A., LTD

FILED
2003 JUN 19 AM 11:21
SHARPE CORPORATION'S
TALLAHASSEE, FLORIDA

WE, The undersigned, in order to form a Florida Limited Partnership for the purpose hereinafter stated, under and pursuant to the provisions of the Florida Statutes, do hereby subscribe to this certificate of limited partnership, and do adopt the following Articles:

ARTICLES OF LIMITED PARTNERSHIP

EFFECTIVE DATE

07/07/03

ARTICLE I

The name of the Florida Limited Partnership shall be: **CIA. DE FOMENTO MARITIMO, S.A., LTD**

The mailing address for the limited partnership shall be: **14220 SW 9th Ter Miami FL 33184**

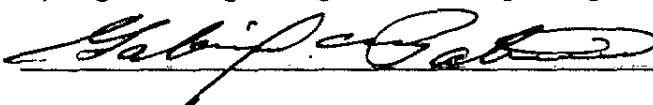
ARTICLE II

The address of the office and name of the agent for service of process required to be maintain by s. 620.105 is as follows:

a.) Florida street address for Registered Agent: **14220 SW 9th Ter Miami FL 33184**

b.) Name of Registered Agent for Service of Process: **Gabriel A. Palmer**

c.) Registered Agents signature to accept designation as Registered Agent for Service of Process:

 . Registered Agent Signature

ARTICLE III

JULY 7, 2003 *CP*


The partnership shall begin on ~~May 1, 2003~~ and continue until May 1, 2010 and thereafter from year to year unless earlier terminated as hereinafter provided.

ARTICLE IV

The name and the address of each general partner is as follows:

Name

Address


Gabriel A. Palmer Caballero

7924 SW 146 COURT. MIAMI, FL 33183
Partner One Address


Lourdes Palmer Del Rossi

2420 Granada Blvd Coral Gables FL 33134
Partner Two Address


Francisco Pego-Pita Palmer

7095 SW 152 ET MIAMI FL 33193
Partner Three Address


Gabriel A. Palmer Adrover

14220 S.W. 97ER MIAMI FL 33184
Partner Four Address


Rosa E. Candela

VIA SAN FRANCISCO #89 PISA ITALIA
Partner Five Address 56127

ARTICLE V

CIA. de Fomento Maritimo, S.A., LTD, consist of five equal nuclei, each nucleus consist of a direct heir named in the Will of Gabriel Palmer Bestard. The lineal descendants of the deceased sons and daughters of Gabriel Palmer Bestard and Eulalia R. Palmer born as Eulalia Roca Clará represent each nucleus. They are in chronological age, Atanasio Palmer Roca, Juan Palmer Roca, Magdalena Palmer Pego-Pita, Gabriel Palmer Roca, and Eulalia Palmer Candela. These direct heirs representing the deceased sons and daughters of Gabriel Palmer Bestard and Eulalia R. de Palmer represent each nucleus.

Description:

(Atanasio Palmer Roca Deceased) Nucleus 2 – Rep by: Gabriel A. Palmer Caballero
(Juan Palmer Roca Deceased) Nucleus 3 – Rep by: Lourdes Palmer Del Rossi
(Magdalena (Palmer) Pego-Pita Deceased) Nucleus 2 – Rep by: Francisco Pego-Pita Palmer
(Gabriel Palmer Roca Deceased) Nucleus 1 - Rep by: Gabriel A. Palmer Adrover
(Eulalia (Palmer) Candela Deceased) Nucleus 1 – Rep by: Rosa E. Candela

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CLAYTON CORPORATION'S
TALLAHASSEE, FLORIDA

ARTICLE VI

CIA. de Fomento Maritimo, S.A., LTD, is divided into five equal nuclei, each nucleus represents equal amounts of the partnership, each being self governed among its members, representing itself, and subdividing its assets as appropriate by its members.

ARTICLE VII

CIA. de Fomento Maritimo, S.A., LTD., will have no single representative, administrator, spoke person and /or foreign representation unless approved by a majority vote.

ARTICLE VIII

The majority will be achieved with 50% plus one, thus giving the majority authority to add, delete, impose change (s) and/or proceed with any function (s) or any other related matter and/or security of the partnership.

ARTICLE IX

Each nucleus will elect a representative which will have voice and vote, each nucleus representative will have equal voting power and authority; the remaining members of each nucleus will have voice only.

ARTICLE X

In order to be officially recognized, authorized and/or be able to exercise any function (s) within CIA. de Fomento Maritimo, S.A., LTD, each nucleus' representative must sign the partnership's article. By signing this document he/she acknowledges all rules and regulations of the partnership and therefore will respect all mentioned articles.

ARTICLE XI

The general nature of the LIMITED PARTNERSHIP and the objects and purposes to be transacted and carried on by this partnership shall be:

a.) To enter into, make and perform contracts of every kind, for any lawful purpose, without limit as to amount, with any person, firm, association or partnership, town, city, country, state, territory or government.

b.) To purchase or otherwise acquire, and to hold, own, maintain or otherwise dispose of and deal in lands and leaseholds, and any franchises, rights in real property, and personal or mixed property, and any rights, licenses or privileges necessary, convenient or appropriate for any of the purposes herein expressed and to have any and all powers above set forth as fully as natural persons, whether as principals, agents, trustees or otherwise.

c.) To do all and everything necessary and proper for the accomplishment of the objects enumerated in these Articles of limited partnership or any amendment to the Certificate of limited partnership as necessary or incidental to the protection and benefit of this partnership and in general to carry on any lawful business necessary or incidental to the attainment of the objects of this partnership whether or not such business is similar in nature to the objects set forth in these Articles of limited

partnership and to do any all things herein before set forth to the same extent as natural persons might or could do.

d.) To do any and all activities permitted under the Laws of the state of Florida and/or in any other state in the United States of America.

ARTICLE XII

These Articles of Partnership may be amended in the manner provided by law. Every amendment shall be approved by all partners, proposed by them to all others, and approved at a partners meeting by a majority of the partners entitled to vote thereon.

ARTICLE XIII

The management and control of the business of this Partnership shall be conducted under the directions of the majority of the general partners.

ARTICLE XIV

In furtherance, and not in limitation of the powers conferred by the general partners, who are expressly authorized by a majority:

- (a) To adopt and amend the by-laws of this Partnership.
- (b) To authorize and cause to be executed mortgages and liens upon the real and personal property of this Partnership.
- (c) To set apart out of any funds of the partnership available for dividends a reserve or reserves in the manner in which it was created.

ARTICLE XV

Forbidden Acts: No partner shall:

- (a) Have the right or authority to bind or obligate the partnership to any extent whatsoever with regard to any matter outside the scope of the partnership business.
- (b) Without the unanimous consent of all the other partners, assign, transfer, pledge, mortgage or sell all or part of his or her interest in the partnership to any other partner or other person whomsoever, or enter into any agreement as the result of which any person or persons not a partner shall become interested with him or her in the partnership.
- (d) Use the partnership name, credit or property for other than partnership purposes.
- (e) Do any act detrimental to the interests of the partnership of which would make it impossible to carry on the business or affairs of the partnership.

ARTICLE XVI

The first in line of the lineal descendants of any of the children of Gabriel Palmer Bestard and Eulalia R. Palmer born as Eulalia Roca Clara which are presently not part of the partnership, could be admitted into the partnership via a majority vote as described in article VIII.

Under penalties of perjury I (we) declare that I (we) have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

Signed this day 28 of May, 2003

Signature of all general partners:

Gabriel A. Palmer Caballero

Rosa Eulalia Candela
Rosa E. Candela

Lourdes Palmer Del Rossi

Francisco Pego-Pita Palmer

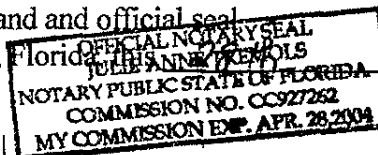
Gabriel A. Palmer Adrover

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2003 JUN 19 AM 11:27
JULIANNE KENNEL
TALLAHASSEE, FLORIDA

STATE OF FLORIDA)
SS
COUNTY OF DADE)

I HEREBY CERTIFY that on this day, before me, Notary Public, duly authorized in the State and County named above to take acknowledgments, personally appeared to me known to be the persons described as subscribers in and who executed the foregoing Articles of Partnership and acknowledges before me that they subscribed to those Articles of Partnership.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal
at _____, Miami-Dade County, Florida
day of May, 2003.



Julianne Kennel
NOTARY PUBLIC, STATE OF FLORIDA
AT LARGE
My Commission Expires:

**AFFIDAVIT OF CAPITAL CONTRIBUTIONS
FOR FLORIDA LIMITED PARTNERSHIP**

The undersigned constituting all of the general partners of _____

_____ CIA DE FOMENTO MARITIMO, S.A., LTD _____

a Florida Limited Partnership, certify:

The amount of capital contributions to date of the limited partners is \$ 0.00 _____.

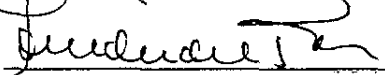
The total amount contributed and anticipated to be contributed by the limited partners at this time
totals \$ 7000.00 _____.

Signed this 28 day of May, 2003 _____.


FURTHER AFFIANT SAYETH NOT.

Under the penalties of perjury I (we) declare that I (we) have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.


General Partner


General Partner


General Partner


General Partner


General Partner

General Partner

General Partner

General Partner

General Partner

General Partner

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2003 JUN 19 AM 11:27
CHICKEN COOPERATIONS
TALLAHASSEE, FLORIDA