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(((H04000210069 3)))

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FOREIGN PROFIT QUALIFICATION

MSC Mediterranean Shipping Company SA

Certificate of Status	0
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Agnes -
Per our conversation,
please refile and
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Thank you!
Jennifer
CT Corp.



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

October 22, 2004

CT CORPORATION SYSTEM

SUBJECT: MSC MEDITERRANEAN SHIPPING COMPANY SA
REF: W04000038921

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

✓ The document is illegible and not acceptable for imaging.

✓ A certificate of existence or a certificate of good standing, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

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Agnes Lunt
Document SpecialistFAX Aud. #: H04000210069
Letter Number: 504A00060914

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

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OCT 20 P 4:26
SECRETARY OF STATE
TALLAHASSEE, 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. MSC Mediterranean Shipping Company SA

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"
"Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Switzerland

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

3. 98-0072923

(FEI number, if applicable)

4. December 29, 1976

(Date of incorporation)

5. Perpetual

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

6. _____

(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 40, Avenue Eugene-Pittard, 1206 Geneva, Switzerland

(Principal office address)

c/o Howard Klein, 854 Hemlock Court, Norwood, NJ 07648

(Current mailing address)

8. To lease a marine terminal facility

(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 NOT acceptable)

Name: C T Corporation System

Office Address: 1200 South Pine Island Road

Plantation

(City)

, Florida 33324

(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.

C T Corporation System

By: _____

(Registered agent's signature)

Michael J. Mitchell
Assistant Secretary

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:

Oct 19 2004 3:41PM Susan M. Levine, M.D.

1-212-874-0055

Oct 19 04 02:01p Howard Klein

201-784-6314
N2867 P.2/2

19.OCT.2004 18:31

MSC GENEVA LM +4122 7036770

p.3

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2004 OCT 20 P 4:29

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

A. DIRECTORS

Chairman: GIANLUIGI APONTE
Address: MSC 40, avenue Eugène-Pittard 1206 Geneva, CH

Vice Chairman: DIEGO APONTE
Address: MSC 40, avenue Eugène-Pittard 1206 Geneva, CH

Director: PASQUALE FORMISANO
Address: MSC 40, avenue Eugène-Pittard 1206 Geneva, CH

Director: MICHELE BORDIGA
Address: MSC 40, avenue Eugène-Pittard 1206 Geneva, CH

B. OFFICERS

President: GIANLUIGI APONTE
Address: MSC 40, avenue Eugène-Pittard 1206 Geneva, CH

Vice President: DIEGO APONTE
Address: MSC 40, avenue Eugène-Pittard 1206 Geneva, CH

Secretary: URSULA ROTHLINBERGER
Address: MSC 40, avenue Eugène-Pittard 1206 Geneva, CH

Treasurer: HEINZ VOGEL
Address: MSC 40, avenue Eugène-Pittard 1206 Geneva, CH

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

13. 
(Signature of Director or Officer listed in number 12 of the application)

14. GIANLUIGI APONTE, PRESIDENT
(Typed or printed name and capacity of person signing application)

AUROLITH LANGUAGE SERVICES ^{SM*}

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CERTIFICATE OF ACCURACY

STATE OF NEW YORK)
 SS:
COUNTY OF NASSAU)

The undersigned, Henriette Goldstein, President of Languages Unlimited Inc., d/b/a Aurolith Language Services, certifies that the attached translation from the faxed original written in the FRENCH language, consisting of two pages and purported to be

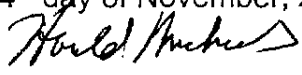
EXTRAIT FROM THE REGISTER
COMMERCIAL REGISTER OF GENEVA
Pertaining to
MSC Mediterranean Shipping Company SA

is a true and correct ENGLISH version of such document and of the whole thereof, to the best of her knowledge and belief.



Henriette Goldstein, President

Sworn to and subscribed before me
this 4th day of November, 2004.


HAROLD MICHAELS
NOTARY PUBLIC, State of New York
No. 4959547
Qualified in Nassau County
Commission Expires Dec. 4, 2005
Certificate Filed in N.Y. County

*
Service mark and business name of Languages Unlimited Inc.

[Translation from French]

COMMERCIAL REGISTER OF GENEVA

Extract, indicating deletions, if any

EXTRACT FROM THE REGISTER

Ref. No. 07610/2004

Fed No. CH-660-1408004-5

MSC Mediterranean Shipping Company SA

Registered June 28, 2004

Société anonyme [Swiss form of corporation]

Ref.:	Company name
1	MSC Mediterranean Shipping Company SA
1	Registered office
	Geneva
1	Address
	avenue Eugène-Pittard 40
1	Date of Articles of Incorporation
	June 23, 2004
1	Purpose, Comments
	<u>Purpose:</u> Operation of shipping companies and maritime transport of cargo of all types, most particularly in the Mediterranean.
1	Publication Media
1	Notifications to shareholders: <i>Feuille Officielle Suisse du Commerce</i> and via registered letter, if all shareholders are known
1	<i>Feuille Officielle Suisse du Commerce</i>

Ref.	Capital stock		
1	Par	Paid in	Shares
	CHF 27,500,000	CHF 27,500,000	27,500 shares, par value CHF 1,000 each, bearer
1	Contributions in kind, assets and liabilities, valuable consideration		
1	<u>Contribution in kind:</u> Under the terms of a contract dated June 23, 2004, and the merger balance sheet as of December 13, 2003, certain assets (liquid assets, accounts receivable, inventories and equipment on board, temporary assets, office furniture and equipment, office supplies and vehicle equipment) in the amount of CHF 820,568,169 and liabilities to third parties (banks, accounts payable, provisions, temporary liabilities) in the amount of CHF 793,068,169, i.e. for an amount of CHF 27,500,000 of "MSC Mediterranean Shipping Company SA" in Geneva (which was to become "MSC Mediterranean Shipping Company Holding SA"), in exchange for which it was issued 27,500 bearer shares having a par value of CHF 1,000 each.		

Ref.			Administration, management bodies, persons having signature authority		
No.	Amd.	Del.	Last name, first name, place of birth, city of residence	Titles	Signature authority
1			Aponte, Gianluigi. Italy, Corsier (GE)	Chairman, CEO	Individual
1			Du Pasquier, Pierre, Geneva, Veyrier	Director	
1			KPMG Fides Peat, Geneva Office	Auditor	

Ref.	NEWSPAPER		FOSC PUBLICATION	
	Issue	Date	Date	Page
1	7610	June 28, 2004	August 9, 2004	6

Geneva, October 25, 2004

Certified copy
October 25, 2004
Authorized official signature

*[Round seal, Commercial Register,
Canton of Geneva]*

End of extract

The only extract that has any legal value is one that has been certified and signed and bears the seal of the Register.



REGISTRE DU COMMERCE DE GENÈVE

Extrait avec éventuelles radiations

EXTRAIT DU REGISTRE

No réf. 07610/2004

N° féd. CH-660-1408004-5

MSC Mediterranean Shipping Company SA

inscrite le 28 juin 2004

Société anonyme

Réf.	Raison Sociale
1	MSC Mediterranean Shipping Company SA
	Siège
1	Genève
	Adresse
1	avenue Eugène-Pittard 40
	Dates des Statuts
1	23.06.2004
	But, Observations
1	<u>But:</u> exploitation d'entreprises d'armateurs et de transports maritimes de marchandises de toutes espèces, et plus particulièrement en Méditerranée.
	Organe de publication
1	Communication aux actionnaires: Feuille Officielle Suisse du Commerce et lettre recommandée s'ils sont tous connus
1	Feuille Officielle Suisse du Commerce

Réf.	Capital-actions		
	Nominal	Libéré	Actions
1	CHF 27'500'000	CHF 27'500'000	27'500 actions de CHF 1'000, au porteur
	Apports en nature, reprises de biens, avantages particuliers		
1	<u>Apport en nature:</u> selon contrat du 23.06.2004 et bilan d'apport au 31.12.2003, certains actifs (liquidités, créances, stocks de marchandises et matériel à bord, actifs transitoires, aménagement mobilier, et matériel de bureaux et véhicule) pour CHF 820'568'169 et passifs envers les tiers (banques, dettes, provisions, passifs transitoires) pour CHF 793'068'169, soit pour un montant de CHF 27'500'000 de la société "MSC Mediterranean Shipping Company SA", à Genève (qui deviendra "MSC Mediterranean Shipping Company Holding SA"), en contrepartie duquel il est remis 27'500 actions de CHF 1'000, au porteur.		

Réf.			Administration, organe de révision et personnes ayant qualité pour signer		
Inscr.	Mod.	Rad.	Nom et Prénoms, Origine, Domicile	Fonctions	Mode Signature
1			Aponte Gianluigi, d'Italie, à Corsier (GE)	adm. président	signature individuelle
1			Du Pasquier Pierre, de Genève, à Veyrier	adm.	
1			KPMG Fides Peat , succursale à Genève	réviseur	

Réf.	JOURNAL		PUBLICATION FOSC	
	Numéro	Date	Date	Page
1	7610	28.06.2004	09.08.2004	6