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TRANSMITTAL LETTER

TO: Registration Section Division of Corporations
SUBJECT: BAJA FERRIES U.S.A. INC (Name of corporation - must include suffix)
(Name of corporation - must include suffix)
Dear Sir or Madam:
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:
JOSEPH J. HINSON (Name of Person)
(Name of Person)
United Americas shipping Services INC (Firm/Company)
(Firm/Company)
5300 Hourster ST Svite 220
(Address)
Houston TX 77040
(Address) HOUSTON TX 77040 (City/State and Zip code)
For further information concerning this matter, please call:
(Name of Person) at (713) 681 4042 (Area Code & Daytime Telephone Number) STREET ADDRESS: Paginterstion Section
(Name of Person) (Area Code & Daytime Telephone Number)
(Name of Felson)
(Name of Person) (Area Code & Daytime Telephone Number) STREET ADDRESS: Registration Section Registration Section
Registration Section Registration Section
Division of Corporations 409 E. Gaines St. Division of Corporations P.O. Box 6327
Tallahassee, FL 32399 Tallahassee, FL 32314
Enclosed is a check for the following amount:
\$70.00 Filing Fee \$\Bigcup \\$78.75 Filing Fee \& Certificate of Status \$\Bigcup \\$78.75 Filing Fee \& Certificate of Status \& Certified Copy \$\Bigcup \\$78.75 Filing Fee \& Certified Copy \$\Bigcup \\$78.75 F

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

	CE WITH SECTION 607.1303, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO OREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.	
1. B	BAJA FERRIES U.S.A. INC.	
(Enter name of	f corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Corp," "Inc," "Co," or "Corp.")	
(If name unava	ailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)	
2. State or country	ry under the law of which it is incorporated) 3. 38 37/2264 (FEI number, if applicable)	
4. // (Dat	108, 2004 5. PERPETUAL (Duration: Year corp. will cease to exist or "perpetual")	
6.	UPON QUALIFICATION	
	(Date first transacted business in Florida, if prior to registration) (SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)	
7. 53	300 How Ster St Suite 220 Houston TX 7- (Principal office address)	104
	SAME AS AbovE	
	SAME AS Above (Current mailing address)	
8. <u>S</u>	ALS & MARKSTING OCEDN THANSPORK. (s) of corporation authorized in home state or country to be carried out in state of Florida)	
	(s) of corporation authorized in nome state or country to be carried out in state of Florida)	
	eet address of Florida registered agent: (P.O. Box NOT acceptable)	
	DANIEL BELREBI	7
Office Address:	eet address of Florida registered agent: (P.O. Box NOT acceptable) DANIEL BELREBI ONE ALHAMBIA PLANT Swife 1405 Coral Gables , Florida 33134 (City) (Zip code)	3
	Const Gables , Florida 33134 (City) (Zip code)	
	agent's acceptance:	
designated in this further agree to c	med as registered agent and to accept service of process for the above stated corporation at the place is application, I hereby accept the appointment as registered agent and agree to act in this capacity. I comply with the provisions of all statutes relative to the proper and complete performance of my duties, or with and accept the obligations of my position as registered agent.	
	Dand Berrebi	
	(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.
- 12. Names and business addresses of officers and/or directors:

A. DIRECTORS			
Chairman: DANIEL BERLZBI			
Address: 5300 Holl, sten St. Suite 220			
HOUSLON TX 770 40			 _
Vice Chairman:			
Address:			
			
Director: JOSEPH J. HINSUN			
Address: 5300 Howister St Suite 220			
Houston TX 77040			
Director:			
Address:	 		
			
B. OFFICERS			
President: DANIE (BERLEBI			
Address: 5300 Hollisten St Svite 220			
Housfow +x 77040			_
Vice President: OSCAR RUAND BAGUEIRO		- 	
Address: 5300 Howiston St Suife 220	- 	<u>2</u>	
Housdon TX 77040	光	<u></u>	Ä
Secretary: Joseph J. Hinson	<u> </u>		_
Address:	<u> </u>	<u></u>	
Treasurer: TOSEPH 5 HINSON			<u>—</u>
Address: 5300 Hollisten It Svite 200 Houston	<u> マ</u> メ	77	1040
NOTE 10	dina at a ma		
NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or	directors.		
13. Accept Amson (Signature of Director or Officer listed in number 12 of the application)			
14. Joseph J. Hinson Secretary/Tress (Typed or printed name and capacity of person signing application)	UNE	1.	
(Typed or printed name and capacity of person signing application)			

Corporations Section P.O.Box 13697 Austin, Texas 78711-3697



Office of the Secretary of State

CERTIFICATE OF INCORPORATION OF

BAJA FERRIES U.S.A. INC. Filing Number: 800411451

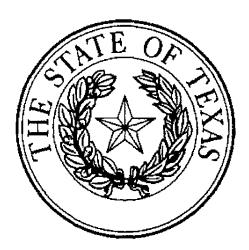
The undersigned, as Secretary of State of Texas, hereby certifies that Articles of Incorporation for the above named corporation have been received in this office and have been found to conform to law.

Accordingly, the undersigned, as Secretary of State, and by virtue of the authority vested in the Secretary by law, hereby issues this Certificate of Incorporation.

Issuance of this Certificate of Incorporation does not authorize the use of a name in this state in violation of the rights of another under the federal Trademark Act of 1946, the Texas trademark law, the Assumed Business or Professional Name Act, or the common law.

Dated: 11/08/2004

Effective: 11/08/2004



Geoffrey S. Connor Secretary of State

Phone: (512) 463-5555 Prepared by: Michelle Morin Come visit us on the internet at http://www.sos.state.tx.us/ Fax: (512) 463-5709

TTY: 7-1-1 Document: 74344870002