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(Requestor's Name)

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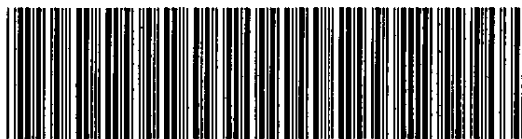
(Business Entity Name)

(Document Number)

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
2007 JUN 29 PM 3:42

P3 7/3/07  
NC



**Robert Scavone**

Executive Vice President & General Counsel

June 28, 2007

-- via FedEx --

Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

Subject: P&O Ports Gulfport

Dear Sir or Madam:

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Susan Portington  
Ports America, Inc.  
99 Wood Avenue South, 8<sup>th</sup> Fl  
Iselin, NJ 08830

For further information concerning this matter, please call:

Susan Portington at 732-635-3803.

Enclosed is a check for \$43.75 to cover the filing fee and certified copy (additional copy is enclosed).

Very truly yours,

A handwritten signature in cursive script, appearing to read "Susan Portington".

**· PROFIT CORPORATION**  
**APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO**  
**APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**  
(Pursuant to s. 607.1504, F.S.)

**SECTION I**  
**(1-3 MUST BE COMPLETED)**

\_\_\_\_\_  
(Document number of corporation (if known))

1. P&O Ports Gulfport, INC.  
(Name of corporation as it appears on the records of the Department of State)
2. Louisiana 3. February 27, 2007  
(Incorporated under laws of) (Date authorized to do business in Florida)

**SECTION II**  
**(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)**

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? June 1, 2007

5. Ports America Gulfport, Inc.  
(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)

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

6. If the amendment changes the period of duration, indicate new period of duration.

\_\_\_\_\_  
(New duration)

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

\_\_\_\_\_  
(New jurisdiction)

8. Attached is a certificate or document of similar import, evidencing the amendment, authenticated not more than 90 days prior to delivery of the application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the laws of which it is incorporated.

Maureen Walsh  
(Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

Maureen Walsh

(Typed or printed name of person signing)

Secretary

(Title of person signing)

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DIVISION OF CORPORATIONS  
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UNITED STATES OF AMERICA  
State of Louisiana

Jay Bardenne  
SECRETARY OF STATE

*As Secretary of State, of the State of Louisiana, I do hereby Certify that*  
a copy of an Amendment to the Articles of Incorporation of

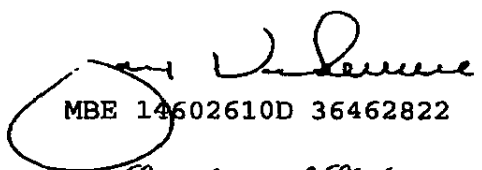
P&O PORTS GULFPORT, INC.

Domiciled at BATON ROUGE, LOUISIANA, changing the corporate  
name to

PORTS AMERICA GULFPORT, INC.

Was filed and recorded in this Office on June 1, 2007.

*In testimony whereof, I have hereunto set  
my hand and caused the Seal of my Office  
to be affixed at the City of Baton Rouge on,  
June 1, 2007*

  
MBE 14602610D 36462822

*Secretary of State*



ARTICLES OF AMENDMENT  
OF  
CERTIFICATE OF INCORPORATION  
OF  
P&O PORTS GULFPORT, INC.

To the Secretary of State  
State of Louisiana

Pursuant to the provisions of the Business Corporation Law of the State of Louisiana, the corporation herein named submits the following articles of amendment:

FIRST: The name of the corporation (hereinafter called the "Corporation") is P&O Ports Gulfport, Inc.

SECOND: The amendment adopted amends Article I of the Articles of Incorporation of the Corporation so that said Article I shall henceforth read as follows:

I.

The name of the corporation is: **Ports America Gulfport, Inc.**

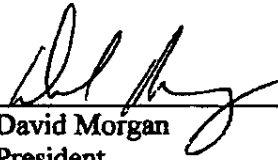
THIRD: The sole shareholder of all of the outstanding shares having voting power, to wit, 5600 shares, on May 29, 2007, adopted the aforesaid amendment by written consent.

The aforesaid amendment of the Articles of Incorporation of the corporation shall be effective on the date and at the time of the filing of this instrument by and with the Secretary of State of Louisiana.

IN TESTIMONY WHEREOF, these Articles of Amendment are executed in the name of the corporation by the undersigned officer of the corporation on May 29, 2007.


P&O PORTS GULFPORT, INC.

By: \_\_\_\_\_

  
David Morgan  
President

**STATE OF LOUISIANA**


Office of the Secretary of State  
I hereby certify that this is a true and correct copy,  
as taken from the original on file in this office.

  
Jay Dardenne  
Secretary of State  
Date: 6-1-07 *meb*

STATE OF LOUISIANA     )  
                                      ) SS.:  
PARISH OF Orleans     )

On this 29 day of May, 2007, before me, the subscriber, a Notary Public duly appointed to take proof and acknowledgment of deeds and other instruments, came David Morgan, President of P&O Ports Gulfport, Inc., to me personally known to be the individual described in and who executed the preceding Articles of Amendment and who duly acknowledged to me that he executed the same, and being by me duly sworn deposeth and saith that he executed said Articles of Amendment as President of the aforesaid Corporation.

IN TESTIMONY WHEREOF, I hereunto set my hand and affix my official seal at New Orleans, Louisiana, on the day and year first above written.

  
Notary Public  
Michelle Evilia  
Notary ID 64720