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ACCOUNT NO. : 072100000032

REFERENCE : 155150 7112450

AUTHORIZATION : *Patricia Pyjunt*

COST LIMIT : \$ 70.00

ORDER DATE : November 14, 1996

ORDER TIME : 10:47 AM

ORDER NO. : 155150-005

CUSTOMER NO: 7112450

600002006266--1

CUSTOMER: David E. Powell, President
Damco Maritime
1 Intercontinental Way

Peabody, MA 01960

FOREIGN FILINGS

NAME: DMUSA, INC.

XXXX QUALIFICATION (TYPE: CQ)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Michael E. Klunk

RECEIVED
96 NOV 15 PM 1:51
DIVISION OF CORPORATION

FILED
96 NOV 15 PM 3:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

**IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACTION BUSINESS IN THE
STATE OF FLORIDA:**

1. DMUSA Inc.
(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. MASSACHUSETTS
(State or country under the law of which it is incorporated)
3. 04-3190558
(FEI number, if applicable)
4. MAY 13, 1993
(Date of Incorporation)
5. "PERPETUAL"
(Duration: Year corp. will cease to exist or "perpetual")
6. AUGUST 3, 1996
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.))
7. 1 INTERCONTINENTAL WAY
PEABODY, MA 01960
(Current mailing address)
8. NON-VESSEL OPERATING COMMON CARRIER
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent:

Name: Corporation Service Company
Office Address: 1201 Hays Street
Tallahassee, Florida, 32301
(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.

By: Vicki Schreiner
(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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TALLAHASSEE, FLORIDA

12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: PETER H. POWELL
Address: ONE INTERCONTINENTAL WAY
PEABODY MA 01960
Vice Chairman: PAUL A. POWELL
Address: ONE INTERCONTINENTAL WAY
PEABODY MA 01960
Director: DAVID POWELL
Address: ONE INTERCONTINENTAL WAY
PEABODY MA 01960
Director: ROB OORD /DAMCO MARITIME INTERNATIONAL
Address: WESTBLAAK 94
3012 KM ROTTERDAM, NETHERLANDS

B. OFFICERS

President: DAVID POWELL
Address: ONE INTERCONTINENTAL WAY
PEABODY MA 01960
Vice President: _____
Address: _____
Secretary: PAUL A. POWELL
Address: ONE INTERCONTINENTAL WAY
PEABODY MA 01960
Treasurer: JOSEPH SAGGESE
Address: 3 HUDSON PLACE
HOBOKEN NJ 07030

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.

DAVID POWELL, PRESIDENT

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



William Francis Galvin
Secretary of the
Commonwealth

The Commonwealth of Massachusetts

Secretary of the Commonwealth

State House, Boston, Massachusetts 02133

November 8, 1996

To Whom It May Concern :

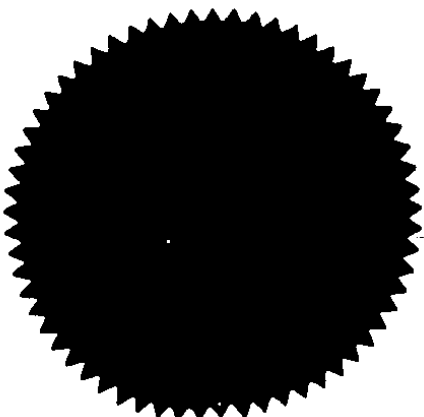
I hereby certify that,

DMUSA Inc.

appears by records of this office to have been incorporated under the General Laws of this Commonwealth on **May 13, 1993**.

I also certify that so far as appears of record here, said corporation still has legal existence.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



In testimony of which,
I have hereunto affixed the
Great Seal of the Commonwealth
on the date first above written.

William Francis Galvin

Secretary of the Commonwealth

NEM

* MGL Chapter 156B Section 83A provides that certain consolidations and mergers may be filed with the division within thirty days after the effective date of the merger or consolidation.