



THE UNITED STATES
CORPORATION
COMPANY

F980000004764

ACCOUNT NO. : 072100000032

REFERENCE : 930841 4354451

AUTHORIZATION :

COST LIMIT : \$ 70.00

Patricia Pigot

ORDER DATE : August 17, 1998

ORDER TIME : 2:39 PM

ORDER NO. : 930841-005

CUSTOMER NO: -4354451

CUSTOMER: Diane Mattis, Legal Asst
Garvey Schubert & Barer
Ste 1800
1191 2nd Avenue
Seattle, WA 98101-2939

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FOREIGN FILINGS

NAME: SUPPORT SERVICES INTERNATIONAL
INC

W98-18924

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
XX PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tamara Odom

8/20/98

DIVISION OF CORPORATION

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FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

August 19, 1998

CSC

RESUBMIT

Please give original
submission date as file date.

SUBJECT: SEAMAR AGENCIES Inc.
Ref. Number: W98000018924

We have received your document(s) in this office, however, a copy of the document is being returned for the following:

The corporate name must contain a suffix that will clearly indicate that it is a corporation. Such suffixes include: CORPORATION, CORP., COMPANY, CO., INC., and INCORPORATED.

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) 487-6094.

Agnes Lunt
Document Specialist

Letter Number: 398A00042988

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**CONSENT IN LIEU OF SPECIAL MEETING OF THE
SOLE SHAREHOLDER AND THE BOARD OF DIRECTORS OF
SUPPORT SERVICES INTERNATIONAL, INC.**

The undersigned, being the sole shareholder and all of the directors of Support Services International, Inc. a Delaware corporation, do hereby waive all notices, statutory and otherwise, and unanimously consent to the following corporate actions in lieu of holding a meeting for that purpose.

Foreign Qualifications.

RESOLVED, that it is in the best interests of the corporation to qualify to conduct business activities in the States of Florida and Louisiana, and further that the officers and directors of the corporation are authorized and directed to take all necessary steps, including but not limited to, preparation and filing of the documentation necessary to obtain authority to conduct business operations in those states;

FURTHER RESOLVED, that, inasmuch as the corporation desires to transact business in the State of Florida, and inasmuch as the Board of Directors has been advised that the name of the corporation is not available for corporate use in the State of Florida, this corporation adopts the alternate name "SEAMAR AGENCIES Inc." for use in transacting business in the State of Florida pursuant to Section 607.1506, Florida Business Corporation Act; and

FURTHER RESOLVED, that the officers of the corporation be and hereby are authorized and directed to cause any and all required documents to be prepared, executed, and filed so that this corporation may obtain a Certificate of Authority pursuant to the Florida Business Corporation Act, and to cause this corporation to use said alternate name in the transaction of business in the State of Florida.

SEA TRADE INTERNATIONAL, INC.

By

Its

Senior Vice President

Dated

August 11, 1998

John Knapp, Director

Dated

August 11, 1998

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TALLAHASSEE, FLORIDA

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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. Support Services International, 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. Delaware
(State or country under the law of which it is incorporated)
3. 91-1822314
(FEI number, if applicable)
4. 5/30/97
(Date of Incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. Unknown at present, but will occur sometime after filing of this application
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.))
7. John Knapp, 100 Lighting Way, 3rd Floor, Secaucus, NJ 07094

(Current mailing address)

8. Transportation-related services and any and all legal activities
(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: (P.O. Box or Mail Drop Box NOT acceptable)
Name: Corporation Service Company
Office Address: 1201 Hays Street
Tallahassee, Florida, 32301
(Zip Code)

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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: Karen B. Rozar
(Registered agent's signature)
Corporation Service Company
Karen B. Rozar, Asst. Sec.
Corporation Service Company

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 addresses of officers and/or directors: (Street address ONLY- P.O. Box NOT acceptable)

A. DIRECTORS (Street address only- P.O. Box NOT acceptable)

Chairman: _____

Address: _____ **** SEE ATTACHMENT **** _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS (Street address only- P.O. Box NOT acceptable)

President: _____

Address: _____ **** SEE ATTACHMENT **** _____

Vice President: _____

Address: _____

Secretary: _____

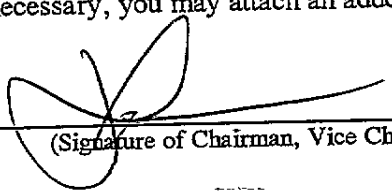
Address: _____

Treasurer: _____

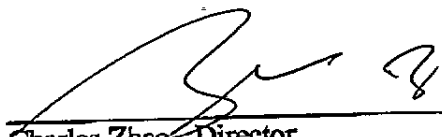
Address: _____

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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. John Knapp, President _____
(Typed or printed name and capacity of person signing application)


Charles Zhao, Director

Dated

8/11/98


Zhou Ligu, Director

Dated

Aug 11, 1998

7517-100/427527

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TALLAHASSEE, FLORIDA

**Attachment to Application by Foreign Corporation for
Authorization To Transact Business in Florida
for Support Services International, Inc.**

Officers:

President: John Knapp
100 Lighting Way, 3rd Floor
Secaucus, NJ 07094

Vice President: Charles Zhao
100 Lighting Way, 3rd Floor
Secaucus, NJ 07094

Secretary/Treasurer: Ligu Zhou
100 Lighting Way, 3rd Floor
Secaucus, NJ 07094

Directors:

John Knapp
(Same address as above)

Charles Zhao
(Same address as above)

Ligu Zhou
(Same address as above)

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TALLAHASSEE, FLORIDA

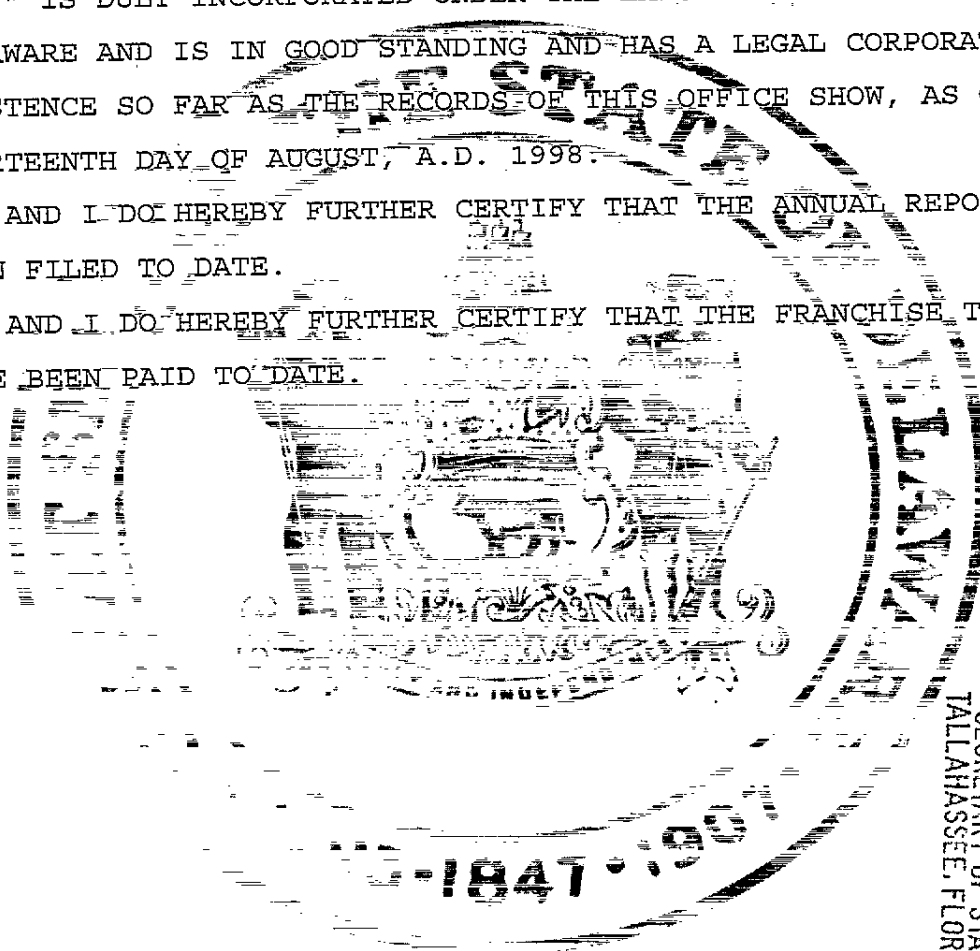
State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SUPPORT SERVICES INTERNATIONAL, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE THIRTEENTH DAY OF AUGUST, A.D. 1998.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2756762 8300
981317965



9251537
08-13-98
Edward J. Freel
Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE: