

08/06/96 16:53

(305) 377-1422

WESLEY M. ROBINSON

08/06/96

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FLORIDA DIVISION OF CORPORATIONS

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FROM: WESLEY M. ROBINSON,

DEPARTMENT OF STATE
STATE OF FLORIDA

501 BRICKELL KEY DRIVE
COURVOISIER CENTRE I, SUITE

504

409 EAST GAINES STREET
TALLAHASSEE, FL 32399

MIAMI FL 33131-

CONTACT: ALICIA M ROBINSON

FAX: (904) 922-4000

PHONE: (305) 377-3352

FAX: (305) 377-1422

((H96000010919))

DOCUMENT TYPE: LIMITED LIABILITY COMPANY

NAME: SEA-BARGE, L.C.

FAX AUDIT NUMBER: H96000010919

CURRENT STATUS: REQUESTED

DATE REQUESTED: 08/06/1996

TIME REQUESTED: 15:32:26

CERTIFIED COPIES: 1

CERTIFICATE OF STATUS: 1

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ESTIMATED CHARGE: \$346.25

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** ENTER 'M' FOR MENU. **

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96 AUG -6 PM 10:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Per Bobbie George
Management Need
Not Be Qualified.

250
35
52.50
337.50
8.75
346.25

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96 AUG -6 PM 4:05

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FILED
H96-10919
JUN 4 1996
CLERK OF DISTRICT COURT
MIDLAND COUNTY, TEXAS

**ARTICLES OF ORGANIZATION
OF
SEA-BARGE L.C.**

ARTICLE I - NAME

The name of this Limited Liability Company ("Company") shall be:
SEA-BARGE, L.C.

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the Company is
7570 NW 14 Street, Miami, Florida 33126.

ARTICLE III - DURATION

The period of duration for the Company shall be perpetual unless dissolved
according to law or pursuant to the Regulations of the Company.

ARTICLE IV - REGISTERED AGENT

The name and street address of the initial registered agent of the Company are:

Wesley M. Robinson, Esq.
Robinson & Watkins, LLP
501 Brickell Key Drive, Suite 504
Miami, Florida 33131

Wesley M. Robinson, Esq.
Fla. Bar No. 339921
501 Brickell Key Drive, Suite 504
Miami, Florida 33131
(305) 377-3352

H96-10919

ARTICLE V - MANAGEMENT

The Company is to be managed by the members and the names and addresses of the managing members are:

Name:	Address:
Sea-Barge, Inc.	7570 NW 14 Street Miami, Florida 33126.
Ripe, Ltd.	7570 NW 14 Street Miami, Florida 33126.
MGC PARTNERS	7570 NW 14 Street Miami, Florida 33126.

ARTICLE VI - ADMISSION OF ADDITIONAL MEMBERS

The members shall have the right to admit additional members and the terms and conditions of the admissions shall be as set forth in the Regulations of the Company.

ARTICLE VII - CONTINUATION OF BUSINESS

The remaining members by unanimous vote may continue the Company and its business in the event of the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Company.

IN WITNESS WHEREOF, THE UNDERSIGNED MEMBERS HAVE
EXECUTED THESE ARTICLES OF ORGANIZATION AS OF AUGUST 5, 1996.

SEA-BARGE, INC.

By: 
Jorge A. Lora, Vice President

Wesley M. Robinson, Esq.
Fla. Bar No. 339921
501 Brickell Key Drive, Suite 504
Miami, Florida 33131
(305) 377-3352

2

MGC PARTNERS

By: ROYAL MARITIME
AGENCY, INC., Partner

H96-10919

H96-10919

RIPE, LTD.

By: 
Henry Van der Kwast, President

By: 
Hector Calderon, President

Signature of a member or authorized representative of a member.
(In accordance with section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Wesley M. Robinson, Esq.
Fla. Bar No. 339921
501 Brickell Key Drive, Suite 504
Miami, Florida 33131
(305) 377-3352

H96-10919

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of
SEA-BARGE, L.C. deposes and says:

1. The above named limited liability company has at least two members.
2. The total amount of cash contributed by the member(s) is \$100,000.
3. The agreed value of property other than cash contributed by the members(s) is \$6,400,000. Such property includes all assets held by Sea-Barge, Ltd., a Florida limited partnership which is being merged into the above named limited liability company.
4. The total amount of cash or property anticipated to be contributed by member(s) is \$10,000,000. This total includes amount from 2. and 3. above.

SEA-BARGE, INC.By: 

Jorge A. Lora, Vice President

Signature of a member or authorized representative of a member.
(In accordance with section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Wesley M. Robinson, Esq.
Fla. Bar No. 339921
501 Brickell Key Drive, Suite 504
Miami, Florida 33131
(305) 377-3352

4

H96-10919

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507,
FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY
SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED
OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

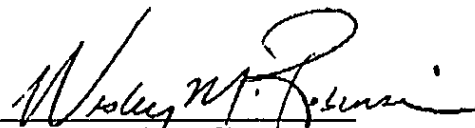
1. The name of the limited liability company is: SEA -BARGE L.C.
2. The name and address of the registered agent and office is:

Wesley M. Robinson, Esq.
Robinson & Watkins, LLP
501 Brickell Key Drive, Suite 504
Miami, Florida 33131

FILED
36 AUG -6 PM 10:40
SECRET
FALL 1996

Having been named as registered agent and to accept service of process for the
above stated limited liability company at the place designated in this certificate, 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 relating to the proper and complete
performance of my duties, and I am familiar with and accept the obligations of my
position as registered agent.

Dated: August 5, 1996


Wesley M. Robinson, Esq.
Registered Agent

Wesley M. Robinson, Esq.
Fla. Bar No. 339921
501 Brickell Key Drive, Suite 504
Miami, Florida 33131
(305) 377-3352

5

H96-10919

08/09/96

10:13 AM

L96000000845

FLORIDA DIVISION OF CORPORATIONS

8/09/96
10:13 AM

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TO: DIVISION OF CORPORATIONS
PROFESSIONAL ASS

FROM: WESLEY M. ROBINSON,

DEPARTMENT OF STATE
STATE OF FLORIDA

501 BRICKELL KEY DRIVE
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504

409 EAST GAINES STREET
TALLAHASSEE, FL 32399

MIAMI FL 33131-

CONTACT: ALICIA M ROBINSON

FAX: (904) 922-4000

PHONE: (305) 377-3352

FAX: (305) 377-1422

((H96000011082))
AMENDMENT

DOCUMENT TYPE: LIMITED LIABILITY

NAME: SEA-BARGE, L.C.

FAX AUDIT NUMBER: H96000011082

CURRENT STATUS: REQUESTED

DATE REQUESTED: 08/09/1996

TIME REQUESTED: 10:12:48

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EFFECTIVE DATE

8-10-96

*Completed - add name
finda*

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96 AUG -9 PM 4:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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96 AUG -9 AM 11:06

RECEIVED

August 12, 1996

SEA-BARGE, L.C.
7570 N.W. 14TH STREET
MIAMI, FL 33126

SUBJECT: SEA-BARGE, L.C.
REF: L96000000845

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

Every corporation, limited partnership, general partnership, or trust/trustee listed as a manager or managing member of a limited liability company must have an active registration/filing on file with this office before this filing will be completed. We are enclosing the appropriate instructions and/or forms for your convenience.

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 (904) 487-6902.

Linda Stitt
Corporate Specialist

FAX Aud. #: H96000011082
Letter Number: 196A00038155

H96- 11082

**FIRST CERTIFICATE OF AMENDMENT
TO
ARTICLES OF ORGANIZATION
OF
SEA-BARGE, L.C.**

FILED
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TALLAHASSEE, FLORIDA

1. The name of the limited liability company is SEA-BARGE, L.C.
2. The date of filing of the Articles of Organization of the company is August 6, 1996.
3. Article V of the Articles of Organization is amended in its entirety to provide as follows:

ARTICLE V - MANAGEMENT

The Company is to be managed by the members and the names and addresses of the managing members are:

Name:	Address:
Sea-Barge, Inc.	7570 NW 14 Street Miami, Florida 33126.
Ripe, Ltd.	7570 NW 14 Street Miami, Florida 33126.
MGC PARTNERS	7570 NW 14 Street Miami, Florida 33126.

Wesley M. Robinson, Esq.
Fla. Bar No. 339921
501 Brickell Key Drive, Suite 504
Miami, Florida 33131
(305) 377-3352

Page 1 of 2

H96-11082

EFFECTIVE DATE

8-10-96

H96-11082

InterShip Corp.

7570 NW 14 Street
Miami, Florida 33126.

4. This First Certificate of Amendment To Articles of Organization of Sea-Barge, L.C. shall become effective August 10, 1996.

IN WITNESS WHEREOF, the undersigned Member of the Company has executed this First Certificate of Amendment as of August 9, 1996.

SEA-BARGE, INC.

By: 
Jorge A. Lora, Vice President

Signature of a member or authorized representative of a member.
(In accordance with section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Wesley M. Robinson, Esq.
Fla. Bar No. 339921
501 Brickell Key Drive, Suite 504
Miami, Florida 33131
(305) 377-3352

Page 2 of 2

H96-11082