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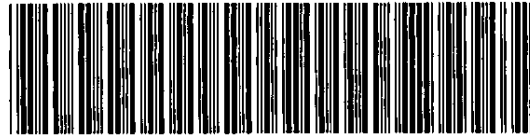
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TALLAHASSEE, FLORIDA

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G A R V E Y S C H U B E R T B A R E R

A PARTNER WITH YOU IN YOUR BUSINESS

April 16, 2012

Please reply to JOHN A. KNAB
jknab@gsblaw.com TEL EXT 2536

BY FEDERAL EXPRESS

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

Re: Overseas Shipping and Transport
Application by Foreign Limited Liability Company for Authorization to Transact Business in
Florida

Dear Sir or Madam:

Please find enclosed:

1. Completed form Cover letter for Application;
2. Application on behalf of "Overseas-Forwarding Int. Schiffahrts- & Speditionsgesellschaft mbH" of Hamburg, Germany to qualify to do business in Florida as "Overseas Shipping and Transport LLC";
3. Certificate of Designation of Registered Agent/Registered Office;
4. Check in the amount of \$125.00 for filing fee;
5. An original Certificate of Existence (in German) issued by the Hamburg Register;
6. A certified English Translation of the original Certificate of Existence; and
7. Copy of the Written Consent of Members of the Applicant jamming Gaby Awada as the Vice-President – American Affairs for the Applicant (evidence of her authority to sign the Application).

Please call me at the telephone number in the Cover Letter if you have any questions about this filing.

Sincerely yours,

John A. Knab

Enclosures
JAK/sm

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Overseas Shipping and Transport, LLC

Name of Limited Liability Company

The enclosed "Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida," Certificate of Existence, and check are submitted to register the above referenced foreign limited liability company to transact business in Florida..

Please return all correspondence concerning this matter to the following:

John Knab, Esq.

Name of Person

Garvey Schubert Barer

Firm/Company

1000 Potomac St., NW, Suite 500

Address

Washington, DC 20007

City/State and Zip Code

jknab@gsblaw.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

John Knab, Esq. at (202) 298-2536

Name of Person

Area Code & Daytime Telephone Number

MAILING ADDRESS:

Division of Corporations
Registration Section
P.O. Box 6327
Tallahassee, FL 32314

STREET ADDRESS:

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

Enclosed is a check for the following amount:



\$125.00 Filing Fee



\$130.00 Filing Fee &
Certificate of Status



\$155.00 Filing Fee &
Certified Copy



\$160.00 Filing Fee, Certificate
of Status & Certified Copy

**WRITTEN CONSENT TO ADOPT ALTERNATE NAME FOR
USE IN THE STATE OF FLORIDA**

We, the undersigned, do hereby certify that we are the Managers and/or Managing
Members and/or Officers of Overseas Forwarding Int. Schiffahrts - &
Speditionsgesellschaft mbH,
(Name of Limited Liability Company)

a limited liability company duly organized and existing under the laws of

Hamburg, Germany
(State or Country of Organization).

Because the name of this foreign limited liability company does not satisfy the
requirements of the s. 608.406, F.S., the limited liability company hereby adopts
the following name to transact business in the state of Florida:

Overseas Shipping and Transport, LLC

(Name to be used by limited liability company in Florida. NOTE: Name must end with Limited Liability Company,
L.L.C., or LLC.)

Date: 04-18-2012

Signature(s) of Manager(s) and/or Managing Member(s) and/or Officer(s):



Gabriele Awada
Vice-President – American Affairs

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TALLAHASSEE, FLORIDA

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACTION BUSINESS IN THE STATE OF FLORIDA:

1. OVERSEAS-FORWARDING INT. SCHIFFFAHRTS + Speditionsgesellschaft MBH
(Name of Foreign Limited Liability Company; must include "Limited Liability Company," "L.L.C.," or "LLC.")

OVERSEAS SHIPPING AND TRANSPORT LLC
(If name unavailable, enter alternate name adopted for the purpose of transacting business in Florida and attach a copy of the written consent of the managers or managing members adopting the alternate name. The alternate name must include "Limited Liability Company," "L.L.C.," "LLC.")

2. HAMBURG, GERMANY 3. DE 118586964
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. 07/12/1990 5. PERPETUAL
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")

6. NONE
(Date first transacted business in Florida, if prior to registration.)
(See sections 608.501 & 608.502 F.S. to determine penalty liability)

7. GRIMM 8
D-20457 HAMBURG
(Street Address of Principal Office)

8. If limited liability company is a manager-managed company, check here ☒

9. The name and usual business addresses of the managing members or managers are as follows:

PHILIPP STACHOW
GRIMM 8
D-20457 HAMBURG

10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

11. Nature of business or purposes to be conducted or promoted in Florida: EXPORT SHIPPING,
TRANSPORT ACTIVITIES WORLDWIDE, WAREHOUSING.

Gabriele Awada
Signature of a member or an authorized representative of a member.

(In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.)

GABRIELE AWADA, Vice President - American
Typed or printed name of signee Affairs

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TALLAHASSEE, FLORIDA

**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 TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

OVERSEAS - FORWARDING INT. SCHIFFFAHRTS + Speditionsgesellschaft
MBH

If unavailable, the alternate to be used in the state of Florida is:

OVERSEAS SHIPPING AND TRANSPORT LLC

2. The name and the Florida street address of the registered agent and office are:

GABRIELE AWADA
(Name)

10600 NW 21ST CT
Florida Street Address (P.O. Box **NOT** ACCEPTABLE)

SUNRISE FL 333 22
City/State/Zip

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TALLAHASSEE, FLORIDA

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 as provided for in Chapter 608, Florida Statutes.

Gabriele Awada
(Signature)

\$ 100.00	Filing Fee for Application
\$ 25.00	Designation of Registered Agent
\$ 30.00	Certified Copy (optional)
\$ 5.00	Certificate of Status (optional)



Amtsgericht Hamburg

HRB 45231

**Amtlicher aktueller Ausdruck
vom 22. März 2012 09:03:46**

Der Ausdruck bezeugt den Inhalt des Handelsregisters.

Dieser Ausdruck wird nicht unterschrieben und gilt als beglaubigte Abschrift.

Alka
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Handelsregister B des Amtsgerichts Hamburg	Abteilung B Wiedergabe des aktuellen Registerinhalts Abruf vom 22.03.2012 09:03	Nummer der Firma: HRB 45231
	Seite 1 von 1	

1. Anzahl der bisherigen Eintragungen:

1

2. a) Firma:

Overseas-Forwarding Int. Schiffahrts- & Speditionsgesellschaft mbH

b) Sitz, Niederlassung, Geschäftsanschrift, Empfangsberechtigte, Zweigniederlassungen:

Hamburg

c) Gegenstand des Unternehmens:

die Durchführung von Speditionsgeschäften, Seetransporten und die Vermittlung von Transportgeschäften, jeweils jeder Art und im In- und Ausland.

3. Grund- oder Stammkapital:

100.000,00 DEM

4. a) Allgemeine Vertretungsregelung:

Ist nur ein Geschäftsführer bestellt, so vertritt er die Gesellschaft allein. Sind mehrere Geschäftsführer vorhanden, so wird die Gesellschaft durch zwei Geschäftsführer oder durch einen Geschäftsführer gemeinsam mit einem Prokuristen vertreten.

Alleinvertretungsbefugnis kann erteilt werden. Geschäftsführer können ermächtigt werden, mit sich im eigenen Namen oder als Vertreter eines Dritten Rechtsgeschäfte vorzunehmen.

b) Vorstand, Leitungsorgan, geschäftsführende Direktoren, persönlich haftende Gesellschafter, Geschäftsführer, Vertretungsberechtigte und besondere Vertretungsbefugnis:

Einzelvertretungsberechtigt; mit der Befugnis im Namen der Gesellschaft mit sich im eigenen Namen oder als Vertreter eines Dritten Rechtsgeschäfte abzuschließen:

Geschäftsführer: Stachow, Philipp, Kaufmann, Hamburg

5. Prokura:

6. a) Rechtsform, Beginn, Satzung oder Gesellschaftsvertrag:

Gesellschaft mit beschränkter Haftung


Gesellschaftsvertrag vom 12.07.1990

Zuletzt geändert durch Beschluss vom 18.07.1990

b) Sonstige Rechtsverhältnisse:

7. a) Tag der letzten Eintragung:

03.05.2002

 **bromberg + friends GbR**
Carsten-Reimers-Ring 37
22175 Hamburg
Tel. + 49-40 64 94 00 54
Fax + 49-40 64 94 00 55
www.bromberg.de

[Coat-of-Arms of the City of Hamburg]

Local Court of Hamburg

HRB 45231

Official, current printout
dated 22 March 2012, 09:03:55

The printout bears testimony to the content of the Commercial Register.

This printout is not signed and is valid as a certified copy.

Alka (sgd.)
Judicial Employee

[Stamp of the Local Court of Hamburg]

 **bromberg + friends GbR**
Carsten-Reimers-Ring 37
22175 Hamburg
Tel. + 49-40 64 94 00 54
Fax + 49-40 64 94 00 55
www.bromberg.de



1. Number of past entries

1

2. a) Company:

Overseas-Forwarding Int. Schiffahrts- & Speditionsgesellschaft mbH

b) Headquarters, Branch, Business Address, Authorised Recipients, Sub-Branches:

Hamburg

c) Objects of the enterprise:

Carrying out forwarding agency business, marine shipping and brokerage of transport transactions of every description in each case and on the domestic market and abroad.

3. Share or authorised capital:

DEM 100,000.00

4. a) General delegation rules:

If only one general manager has been appointed, then that general manager shall represent the company alone. If more than one general manager has been appointed, then the company shall be represented by two general managers or by one general manager acting jointly with a fully authorised officer [German term: "Prokurist"].

Sole powers of delegation may be conferred. General managers may be authorised to enter into legal transactions in their own name or on behalf of a third party.

b) Management board, control body, managing directors, personally liable shareholders, general managers, authorised representatives and special powers of delegation:

Authorised to represent the company individually; authorised to enter into legal transactions on behalf of the company with himself or in his own name or as a representative of a third party: general manager: Stachow, Philipp, businessman, Hamburg

5. Full commercial powers of representation (German term: "Prokura")

6. a) Legal form, commencement, articles of association or memorandum of association:

GmbH - private limited-liability company under German law

Memorandum of association of 12 July 1990

Last amended by resolution of 18 July 1990

b) Other legal relationships:

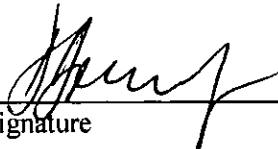
7. a) Date of last entry:

3 May 2002



Translator's Certification

I, Dieter Bromberg, certify under penalty of perjury that I understand the German language and the English language; that I hold accreditation from the [insert Handelskammer Hamburg] institute/association/accrediting body] for translation from German to English; and that, to the best of my knowledge and belief, the statements in the English language in the attached translation of the Certificate of Good Standing and Existence for Overseas-Forwarding Int. Schiffahrts & Speditiongesellschaft mbH issued by Commercial Register B of the Local Court of Hamburg, dated March 22, 2012, consisting of 2 pages which I have initialed both, have the same meanings as the statements in the German language in the original document, a copy of which I have examined, and thus the attached English version is a true and accurate translation of the German original.


Signature

2.4.2012
Date

Dieter Bromberg
Printed Name



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INTERNATIONALE SCHIFFAHRTS- UND SPEDITIONSGESELLSCHAFT MBH

OVERSEAS-FORWARDING · POSTFACH 11 08 46 · 20408 HAMBURG

GRIMM 8 · 20457 HAMBURG

TELEFON (49) (40) - 36 97 58-0

TELEFAX (49) (40) - 36 97 58-58

SERVICE@OVERSEAS-FORWARDING.DE

WWW.OVERSEAS-FORWARDING.DE

FORM

OVERSEAS-FORWARDING INT. SCHIFFAHRTS & SPEDITIONSGESELLSCHAFT MBH

WRITTEN CONSENT OF THE MEMBERS

The undersigned, being the members of Overseas-Forwarding Int. Schiffahrts & Speditionsgesellschaft mbH" (the "Company"), a GMBH company organized and existing under the laws of Germany, having the sufficient voting power to elect officers of the Company, hereby consent to and adopt the following resolution:

Resolution Electing Gaby Awada

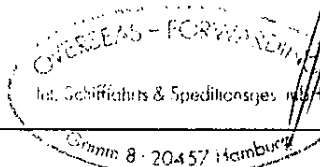
BE IT RESOLVED, that the following person is hereby elected to serve in the office beside his or her name, to hold such office until the next annual meeting of the members or until his or her successor has been elected and qualified.

Gaby Awada [Vice President – American Affairs]

IN WITNESS WHEREOF, the undersigned have executed this action by the Members of the Company this 23 of March, 2012.

[Members]

Philipp Stachow



A handwritten signature in black ink, appearing to be "Philipp Stachow", written over a horizontal line.