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D Y E R

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A PROFESSIONAL CORPORATION

May 14, 1997

BY FEDERAL EXPRESS

Registration Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

97 MAY 15 PM 1:45
SECRETARY OF STATE
DIVISION OF CORPORATIONS

Re: HVIDE VAN OMMEREN TANKERS OPTIONS LLC

700002179617--5
-05/15/97--01039--004
****285.00 ****285.00

To whom it may concern:

Enclosed please find the following documents required to register Hvide Van Ommeren Tankers Options LLC as a foreign limited liability company qualified to transact business in Florida:

1. Completed application and signed affidavit;
2. Designation of registered agent
3. Original certificate of existence from the Secretary of State of Delaware; and
4. Check in the amount of two hundred eighty-five dollars (\$285.00).

Sincerely,

Susan S. Kotzin

Susan S. Kotzin
Legal Assistant

Enclosures

Name	
Availability	KWM
Document	
Examiner	KWM
Update	KWM
Update	
Verifier	KWM
Acknowledgment	KWM
W. P. Verifier	KWM

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

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

1. Hvide Van Ommeren Tankers Options LLC
(Name of foreign limited liability company must end with the words "limited company" or their abbreviation "L.C." if not so contained in the name at present.)
2. Delaware
(Jurisdiction under the law of which foreign limited liability company is organized)
3. applied for
(FEI number, if applicable)
4. November 9, 1995
(Date of Organization)
5. December 31, 2045
(Duration: Year limited liability company will cease to exist or "perpetual")
6. None yet transacted
(Date first transacted business in Florida. (See sections 608.501, 608.502 and 817.155, F.S.))
7. 2200 Eller Drive
Ft. Lauderdale, Florida 33316
(Street address of principal office)
8. List and indicate in title space provided the name, title, and business address of each managing member [MGRM] or manager [MGR]. It is not necessary to list members.
(attach additional page if necessary)

NAME & ADDRESS:	TITLE:	NAME & ADDRESS:	TITLE:
<u>J. Erik Hvide</u>	<u>Management</u>	<u>Nickel H.S. van Reesema</u>	<u>Management</u>
<u>c/o Hvide Marine Incorporated</u>	<u>Committee</u>	<u>c/o Hvide Marine Incorporated</u>	<u>Committee</u>
<u>2200 Eller Drive</u>	<u>Representative</u>	<u>2200 Eller Drive</u>	<u>Representative</u>
<u>Ft. Lauderdale, FL 33316</u>		<u>Ft. Lauderdale, FL 33316</u>	
<u>Eugene Sweeney</u>	<u>Management</u>	<u>John Blankley</u>	<u>Management</u>
<u>c/o Hvide Marine Incorporated</u>	<u>Committee</u>	<u>c/o Hvide Marine Incorporated</u>	<u>Committee</u>
<u>2200 Eller Drive</u>	<u>Representative</u>	<u>2200 Eller Drive</u>	<u>Representative</u>
<u>Ft. Lauderdale, FL 33316</u>		<u>Ft. Lauderdale, FL 33316</u>	

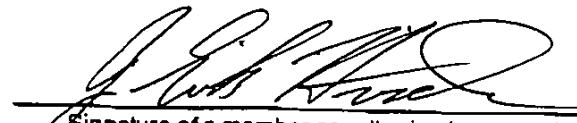
Filing Fee: \$ 52.50 for Application

97 MAY 15 PM 1:55
SECRETARY OF STATE
DIVISION OF CORPORATIONS

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN
LIMITED LIABILITY COMPANY**

The undersigned member or authorized representative of a member of Hvide Van Ommeren
Tankers Options LLC 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 \$ 0.00
- 3) if any, the agreed value of property other than cash contributed by member(s) is
\$ 0.00. A description of the property is attached and made a part hereto.
- 4) the total amount of cash or property anticipated to be contributed by member(s) is
\$ 12,000,000.00. This total includes amounts from 2 and 3 above.



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.)

**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:

Hvide Van Ommeren Tankers Options LLC

2. The name and address of the registered agent and office is:

Gene Douglas

(Name)

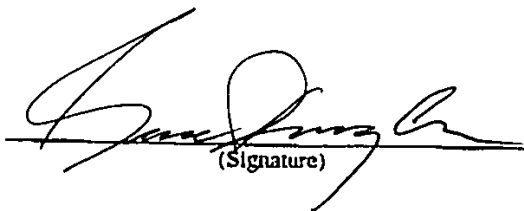
2200 Eller Drive, Building 27

(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)

Fort Lauderdale, FL 33316

(City/State/Zip)

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.


(Signature)

May 12 1997
(Date)

Filing Fee: \$ 35 for Designation of Registered Agent

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "HVIDE VAN OMMEREN TANKERS OPTIONS LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SIXTH DAY OF MAY, A.D. 1997.

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




Edward J. Freel, Secretary of State

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AUTHENTICATION:

DATE:

8451711

05-06-97