

M98000000209



ACCOUNT NO. : 072100000032

REFERENCE : 711738 7139072

AUTHORIZATION :

Patricia Pizots

COST LIMIT : ~~\$70.00~~

\$285.00

ORDER DATE : February 18, 1998

ORDER TIME : 10:24 AM

ORDER NO. : 711738-010

600002445346--0

CUSTOMER NO: 7139072

CUSTOMER: Ms. Yuliya Oryol
Kelly Gill Sherburne & Herrera
1 Market Plaza
Steuart Street Tower, Ste 1400
San Francisco, CA 94105

FOREIGN FILINGS

NAME: AMERICAN SHIP MANAGEMENT, LLC

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Brenda Phillips

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR -3 AM 10: 04

RECEIVED
98 MAR -3 AM 11: 22
DIVISION OF CORPORATION

BPC
3/3/98



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 3, 1998

BRENDA PHILLIPS
CSC NETWORKS
TALLAHASSEE, FL

SUBJECT: AMERICAN SHIP MANAGEMENT, LLC
Ref. Number: W98000004694

RESUBMIT

Please give original
submission date as file date.

FILED OF STATE
DIVISION OF CORPORATIONS
98 MAR - 3 AM 10:01

We have received your document for AMERICAN SHIP MANAGEMENT, LLC and the authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being returned for the following:

The TOTAL REQUIRED to file this application is \$285.00. Please call or send a not authorizing us to change the COST LIMIT AMOUNT.

Item 6 MUST BE COMPLETED. If the company has not yet transacted business in Florida, put "UPON QUALIFICATION."

On the AFFIDAVIT, in Item 3, if NO PROPERTY has been contributed, please put "0" and non "N/A."

ALSO, PLEASE NOTE that Item 4 on the Affidavit must be at least as great as the sum of Items 2 and 3. Therefore, on this affidavit, the amount in Item 4 would be AT LEAST \$1,000,000.00.

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) 487-6914.

Buck Kohr
Corporate Specialist

Letter Number: 398A00011713

Buck, please adjust fees to cover
the cost limit amount.

Thankx

B&P

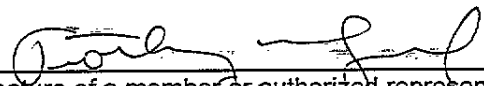
RECEIVED
98 MAR - 4 AM 9:11
DIVISION OF CORPORATIONS

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN LIMITED LIABILITY COMPANY

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR -3 AM 10:04

The undersigned member or authorized representative of a member of _____
AMERICAN SHIP MANAGEMENT, 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 \$ 1,000,000
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ 0. 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 \$ 1,000,000. 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.)
TIMOTHY M. GILL, ATTORNEY IN FACT

**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, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

FILED STATE SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
MARCH - 3 AM 10: 01

1. The name of the limited liability company is: AMERICAN SHIP MANAGEMENT, LLC

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

Corporation Service Company

(Name)

1201 Hays Street

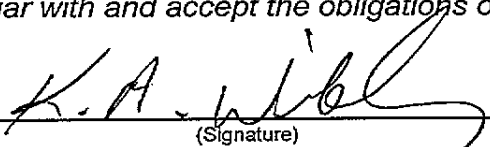
(P.O. Box not acceptable)

Tallahassee, FL 32301

(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.

By: _____



(Signature)

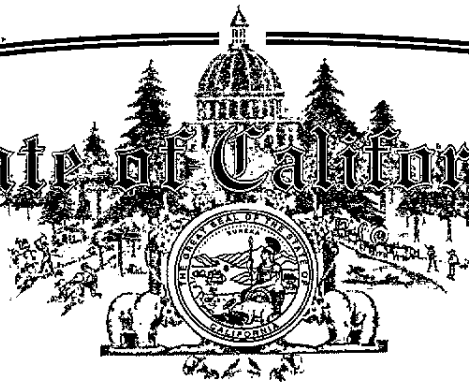
K.A. Wible, Assistant Secretary

March 02, 1998

(Date)

Filing Fee: \$ 35 for Designation of Registered Agent

State of California



SECRETARY OF STATE

CERTIFICATE OF STATUS CALIFORNIA LIMITED LIABILITY COMPANY

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR -3 AM 10: 01

I, **BILL JONES**, Secretary of State of the State of California, hereby certify:

That on the 18th day of June, 1997,

AMERICAN SHIP MANAGEMENT, LLC

became recognized under the laws of the State of California by filing its Articles of Organization in this office; and

That no record exists in this office of a certificate of cancellation of said limited liability company nor of a court declaring cancellation thereof; and

That according to the records of this office, the said limited liability company is authorized to exercise all its powers, rights and privileges and is in good legal standing in the State of California; and

That no information is available in this office on the financial condition of this limited liability company.



IN WITNESS WHEREOF, I execute
this certificate and affix the Great
Seal of the State of California this
25th day of February, 1998

Bill Jones
BILL JONES
Secretary of State