

m98000001116



ACCOUNT NO. : 072100000032

REFERENCE : 973595 4354451

AUTHORIZATION :

COST LIMIT :

Patricia Pizut
\$ 293.75

ORDER DATE : September 24, 1998

ORDER TIME : 9:37 AM

ORDER NO. : 973595-015

CUSTOMER NO: 4354451

CUSTOMER: Kathy M. Morrisroe, Legal Asst
Garvey Schubert & Barer
Ste 1800
1191 2nd Avenue
Seattle, WA 98101-2939

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FOREIGN FILINGS

NAME: SEA STAR LINE LLC

800002653108--9

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds

Name	<i>MBH</i>
Availability	<i>MBH</i>
Document Examiner	<i>MBH</i>
Updater	<i>MBH</i>
Updater Verifier	<i>MBH</i>
Acknowledged by	<i>MBH</i>
W. P. Verifier	<i>MBH</i>

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DIVISION OF CORPORATION

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. SEA STAR LINE, 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. September 25, 1998
(Date of Organization)
5. Perpetual
(Duration: Year limited liability company will cease to exist or "perpetual")
6. October 1, 1998
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 7570 N.W. 14th Street
Miami, FL 33126
(Street address of principal office)

8. List name, title, and business address of each managing member[MGRM] or manager[MGR] who will manage the foreign limited liability company in Florida: (attach additional page if necessary)

NAME & ADDRESS:	TITLE:	NAME & ADDRESS:	TITLE:
Totem Resources Corporation 1111 Fairview Avenue North Seattle, WA 98109 Attn: James Gauntt	Member		
Matson Navigation, Inc. 333 Market Street San Francisco, CA 94120 Attn: Brad Mulholland	Member		
Taino Star Investment, Inc. Fernandez Juncos Avenue, Pier 11 San Juan, Puerto Rico 00902-2746 Attn: David Segarra	Member		

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9. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the Secretary of State or the proper official having custody of records in the state 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.)

CONSENT TO USE OF CORPORATE NAME

We, the undersigned, hereby certify that in our opinion, the name Sea Star Line, LLC is not deceptively similar to the name of our corporation.

The undersigned corporation hereby consents to the use of the proposed name as a limited liability company name in the State of Florida.

DATED this 29th day of September, 1998.

SEA STAR LINE, INC.

By Michael Shea
Michael Shea, President

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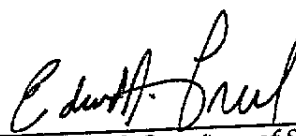
State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SEA STAR LINE, 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 TWENTY-FIFTH DAY OF SEPTEMBER, A.D. 1998.

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Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE:

9321921

09-25-98

2948220 8300

**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:

Sea Star Line, LLC

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

Corporation Service Company

(Name)

1201 Hays Street

Florida street address (P.O. Box NOT ACCEPTABLE)

Tallahassee

32301

FL

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)

Filing Fee: \$ 35 for Designation of Registered Agent

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

The undersigned member or authorized representative of a member of SEA STAR LINE, LLC
_____ certifies:

- 1) the above named limited liability company has at least one member;
- 2) the total amount of cash contributed by the member(s) is \$16,600,000 ;
- 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.)
and
- 4) the total amount of cash and property contributed and anticipated to be contributed
by member(s) is \$16,600,000 .
(This total includes amounts from 2 and 3 above.)

James Gauntt
Signature of a member or an 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.)

Totem Resources Corporation, Member
By: James Gauntt

Typed or printed name of signee

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Filing Fee: \$250.00 for Application and Affidavit