

P0000000SS/41

TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

FILED
00 JUN -9 PM 12:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SUBJECT: AMBERGRIS SHIPPING CORPORATION
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee
& Certificate of Status

☒ \$78.75
Filing Fee
& Certified Copy

☐ \$87.50
Filing Fee,
Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

FROM: Phyllis Moreland
Name (Printed or typed)

10500 S.W. 17th Court
Address

8000003282688--7
-06/09/00--01064--003
*****78.75 *****78.75

Phyllis Moreland GAVE
AUTHORIZATION BY PHONE TO
CORRECT eff date
DATE 06-15-00
DOC. EXAM aj

Miramar, Florida 33025
City, State & Zip

EFFECTIVE DATE
06-02-00

305-250-5392
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

aj 6/15

ARTICLES OF INCORPORATION
OF
AMBERGRIS SHIPPING CORPORATION

FIRST: We the undersigned: Phyllis D. Moreland and Noel Roberts all of whom being natural persons at least eighteen years of age, acting as Incorporators, do hereby form a Corporation under Florida Statutes chapter 607 and 621, (F.S.)

SECOND: The name of the Corporation (which is hereinafter referred to as the Corporation) is:

AMBERGRIS SHIPPING CORPORATION

THIRD: The Post office address of the principal place of business of the Corporation in the State of Florida is:

P.O. Box 551933
Carol City, Florida 33056

FOURTH: The purposes for which the corporation is organized are as follows:

- a) To establish and operate an international shipping and freight forwarding enterprise under the guidelines of the relative state licensing authorities.
- b) To accept and process for shipment, warehouse, package and crate merchandise, equipment, materials, all general cargo, goods and commodities.
- c) To procure, display and offer for sale various and sundry packaging materials.
- d) To engage in the transaction of any and all lawful business for which similar corporations may be incorporated under the Florida Statutes.
- e) The Corporation shall be authorized to exercise and enjoy all of the powers, rights and privileges granted to, or conferred upon, corporations of a similar character by the Florida Statutes now or hereafter enacted, and the enumeration of the foregoing powers shall not be deemed to exclude any powers, rights, or privileges so granted or conferred.
- f) To carry out all or any part of the foregoing object as principal, factor, agent, contractor or otherwise, either alone or through or in conjunction with any person, firm, association or corporation, and, in carrying on its business and for the purpose of attaining or furthering any of its objects, to make or perform any contracts and to do any act and things and to exercise any powers suitable, convenient or proper for the accomplishment of any of the objects and purposes herein enumerated or incidental to the powers herein specified, or which at any time may appear conducive to or expedient to the accomplishment of any of such objects and purposes.
- g) The foregoing objects and purposes shall, except when otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause of this or any article of these Articles of Incorporation or any amendment thereto, and shall each be as independent and construed as powers as well as affects and purposes.

EFFECTIVE DATE
06-02-00

00 JUN -9 PM 12:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

FIFTH: The Corporation shall issue stock and have shareholders. The rights privileges and qualification of the shareholders shall be contained in the By-laws of the Corporation

SIXTH: The total number of shares of stock which the corporation has authority to issue is 100,000 shares of the par value of \$0.10 all being of the common stock class and having an aggregate par value of \$10,000.00.

SEVENTH: The number of directors of the Corporation shall be six (6) which number may be increased or decreased pursuant to the by-laws of the Corporation and so long as there are less than six (6) stockholders the number of directors may be less than six (6) but not less than the number of stockholders. The names of the directors who shall act until the first meeting or until their successors are duly chosen and qualified are:

NAME	TITLE
Alpha Gibbs	Director
Lee Ingham	Director
Phyllis D. Moreland	Director
Benjamin Roberts	Director
Franklyn Roberts	Director
Noel Roberts	Director

EIGHT: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and of the directors and stockholders;

The daily management of the Corporation shall be executed by a management team selected by the Board of Directors.

- ii) Stockholders may not transfer sell or otherwise dispose of shares held to non-stockholders without the approval of a majority of existing stockholders.
- iii) The Corporation shall retain the right to purchase share of its own stock to be held in treasury.
- iv) The Corporation shall retain the right to redeem outstanding shares of stock.
- v) The original by-laws of the Corporation may be adopted by the incorporators or by the initial directors. Thereafter the power to make, alter or repeal by-laws shall be vested in the shareholders.
- vi) The by-laws may contain any provisions, not inconsistent with law or with the certificate of incorporation, relating to the business of the corporation, the conduct of its affairs, and its rights or powers or the rights or powers of the directors and shareholders.

NINTH: 1. Directors and Officers of the Corporation shall not be liable to the Corporation or its stockholders for money damages except under circumstances in which this limitation is prohibited by Florida Statue. The purpose of this limitation of liability is to limit liability to the maximum extent that the liability of directors and officers of Florida corporations is permitted to be limited by Florida Statue. This limitation on liability shall apply to events which occurred during the term of office of any director or officer whether or not such director or officer is serving as such at the time of any proceeding in which liability is asserted commences.

2. To the maximum extent permitted by Florida Statute, the Corporation (shall) indemnify its currently acting and its former directors against any and all liabilities and expenses incurred in connection with their services in such directors capacities, and (shall) indemnify its currently acting and its former officers to the full extent that indemnification shall be provided to directors, and shall indemnify, to the same extent, persons who serve and have served, at its request as a director, officer, partner, trustee, employee or agent of another corporation, partnership, joint venture or other enterprise. The Corporation (shall) advance expenses to its directors and officers and other persons referred to above to the extent permitted by Florida Statute. This indemnification of directors and officers (shall) also apply to directors and officers who are also employees, in their capacity as employees. The Board of Directors may by by-law, resolution, or agreement make further provisions for indemnification of employees and agents to the extent permitted by Florida Statute.

3. Neither the repeal or amendment of this Article Ninth nor any other amendment to these Articles of Incorporation, shall eliminate or reduce the protection afforded to any person by the foregoing provision of this Article Ninth with respect to any act or omission which shall have occurred prior to such repeal or amendment.

TENTH: The duration of the Corporation shall be perpetual.

ELEVENTH: The effective date of the Corporation shall be June 2, 2000.

TWELTH: The name of the Registered Agent of the Corporation is Phyllis D. Moreland, a citizen of the State of Florida actually residing therein.

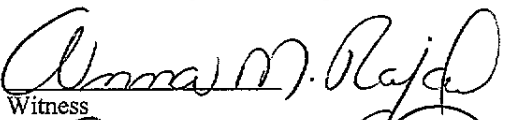
NAME	ADDRESS
Phyllis D. Moreland	10500 S.W. 17 TH Court Miramar, Florida 33025

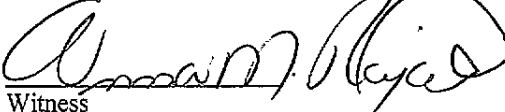
THIRTEENTH: The name and Address of the Incorporators are:

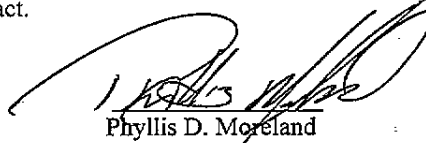
NAME	ADDRESS
Phyllis D. Moreland	10500 S.W. 17 TH Court Miramar, Florida 33025
Noel Roberts	1065 N.W. 143 rd Street Miami, Florida 33168

FOURTEENTH: These Articles may be amended from time to time in accordance with the applicable Florida Statute then in effect and in accordance with the expressed wishes of the stockholders.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on this 31 day of May, 2000 and severally acknowledge the same to be our act.


Witness


Witness


Phyllis D. Moreland

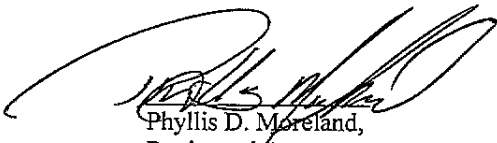

Noel Roberts

AMBERGRIS SHIPPING CORPORATION


00 JUN - 9 PM 12:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED


Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.


Phyllis D. Moreland,
Registered Agent

5-31-00
Date


Noel Roberts,
Incorporator

5-31-00
Date


Phyllis D. Moreland,
Incorporator

5-31-00
Date