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LAW OFFICES  
JAMES M. SCHIFF, P.A.

9130 SOUTH DADELAND BOULEVARD

MIAMI, FLORIDA 33156

TWO DATRAN CENTER  
SUITE 1609

July 27, 2000

TELEPHONE (305) 670-5599  
TELEFAX (305) 670-3319

VIA FEDERAL EXPRESS

Secretary of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, Florida 32301

800003336828--5  
-07/25/00-01073-005  
\*\*\*\*122.50 \*\*\*\*78.75

ATTENTION: CHARTER DEPARTMENT

Re: Articles of Incorporation for CMA - CGM (CARIBBEAN), INC.  
Our File No. 00-179

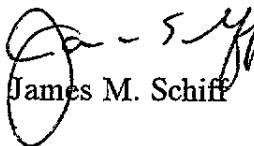
Dear Sirs:

You will find enclosed herewith an original and one copy of the Articles of Incorporation of CMA - CGM (CARIBBEAN), INC. Also, enclosed is our check in the amount of \$122.50.

Please return a certified copy of the Articles to our office as soon as possible in the enclosed, self-addressed stamped envelope we have provided.

Should you have any questions or if you are unable to process these Articles of Incorporation, please contact this office immediately. Thank you for your cooperation.

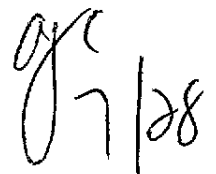
Very truly yours,

  
James M. Schiff

JMS:mdr

Enclosures

FILED  
00 JUL 26 AM 10:46  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



## ARTICLES OF INCORPORATION

OF

### CMA - CGM (CARIBBEAN), INC.

I, the undersigned, being of legal age and a natural person, do hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

#### ARTICLE I

The name and initial address of this corporation shall be:

**CMA - CGM (CARIBBEAN), INC.**  
3625 N.W. 82 Avenue  
Suite 204  
Miami, FL 33166

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TALLAHASSEE FLORIDA

#### ARTICLE II

This corporation may engage in any activity or business permitted under the laws of the State of Florida.

#### ARTICLE III

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

<u>Number of Shares</u> <u>Authorized</u>	<u>Par Value</u> <u>Per Share</u>	<u>Class of</u> <u>Stock</u>
1,000	No Par Value	Common

All of the said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash; at a just valuation to be fixed by the Board of Directors of this corporation.

Upon the sale for cash of any new stock of the same kind, class or series as that which he already holds, every stockholder of this corporation shall have the pre-emptive right to purchase his pro-rata share thereof at the price at which it is offered to others, whether or not in excess of par. Fractional shares need not be issued on account of this provision.

#### ARTICLE IV

This corporation shall commence its existence immediately upon the filing of these Articles of Incorporation and shall exist perpetually thereafter unless sooner dissolved according to law.

#### ARTICLE V

The initial registered office of this corporation shall be at 9130 South Dadeland Boulevard, Suite 1609, Miami, Florida 33156, with the privilege of having its offices and branch offices at other places within or without the State of Florida. The initial registered agent at that address shall be James M. Schiff.

#### ARTICLE VI

This corporation shall have at least one (1) directors, with the exact number to be specified by the stockholders from time to time unless the stockholders shall, by a majority vote thereafter, determine that the corporation be managed by the stockholders.

#### ARTICLE VII

The names and address of the first Directors of the corporation, who shall hold office for the first year or until their successors are duly elected and qualified shall be:

NAME

ADDRESS

Yann DuFour

3625 N.W. 82 Avenue  
Suite 204  
Miami, FL 33166

#### ARTICLE VIII

It is the intent of the Incorporator that the corporation will qualify under Section 1244 of the Internal Revenue Code.

#### ARTICLE IX

The name and address of the incorporator is JAMES M. SCHIFF, of 9130 South Dadeland Boulevard, Suite 1609, Two Datan Center, Miami, Florida 33156.

#### ARTICLE X

No contract or other transaction between this corporation and any other corporation, and no act of this corporation, shall in any way be affected or invalidated by the fact that

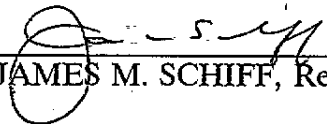


**CERTIFICATE DESIGNATING PLACE OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN THE STATE, NAMING AGENT  
UPON WHOM PROCESS MAY BE SERVED**

In compliance with the laws of Florida, the following is submitted.

First -- That CMA - CGM (CARIBBEAN), INC. under the laws of the State of Florida, has named JAMES M. SCHIFF, 9130 South Dadeland Boulevard, Suite 1609, Miami, Florida 33156 as its statutory registered agent.

Having named statutory agent of the above corporation at the place designated in this certificate, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open.

  
JAMES M. SCHIFF, Registered Agent

Dated this 25 day of July 2000.

**FILED**  
00 JUL 26 AM 10:46  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA