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RECEIVED
STATE OF FLORIDA

September 25, 2000

Office of the Secretary of State
Corporations Division
P.O. Box 6327
Tallahassee, Florida 32314

800003406568--2
-09/27/00-01069-003
*****78.75 *****78.75

Re: **Master Terminal (JV) Inc.**
Our File No. 8679

Gentlemen:

Enclosed please find original and one copy of Articles of Incorporation for the referenced corporation, along with my check in the amount of \$78.75.

Please file the Articles and return to the undersigned the Certificate of Incorporation and one certified copy.

Very truly yours,


MARK R. RUBIN

MRR/ssk

Enclosure

**ARTICLES OF INCORPORATION
FOR
MASTER TERMINAL (JV), INC.**

FILED
00 SEP 27 AM 10:51
CLERK OF DISTRICT COURT
JACKSONVILLE, FLORIDA

The undersigned, desiring to form a corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida, providing for the formation, liabilities, rights and privileges and immunities of corporations for profit, certifies that:

ARTICLE I.

The name of the corporation is:

MASTER TERMINAL (JV), INC.

The mailing address shall be:

**3250 N.W. No. River Drive
Miami, Florida 33142**

ARTICLE II.

This corporation is organized to carry on and engage in any activity or business permitted under the laws of the United States of America or the State of Florida.

ARTICLE III.

This corporation is authorized to issue Fifty (50) shares of \$10.00 par value common stock.

ARTICLE IV.

The street address of the initial registered office of this corporation is:

**3250 N.W. No. River Drive
Miami, Florida 33142**

The name of the initial registered agent of this corporation is:

RAYMOND J. THOMPSON

ARTICLE V.

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the by-laws but shall never be less than one (1). The name and address of the initial director of this corporation are:

RAYMOND J. THOMPSON
3250 N.W. No. River Drive
Miami, Florida 33142

ARTICLE VI.

The names and addresses of the person who is the incorporator signing these Articles is:

RAYMOND J. THOMPSON
3250 N.W. No. River Drive
Miami, Florida 33142


IN WITNESS WHEREOF, We have hereunto set our hands and seals this day of
September, 2000.


RAYMOND J. THOMPSON

STATE OF FLORIDA
COUNTY OF MIAMI-DADE

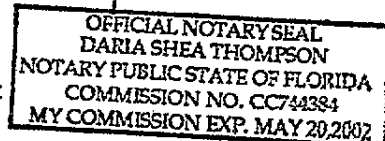
BEFORE ME, the undersigned authority, personally appeared, RAYMOND J. THOMPSON, who is personally known to me and who did take an oath, the person described in and who executed and subscribed to the above Articles of Incorporation, and that he acknowledged before me that he executed the same and subscribed to the same for the purposes therein expressed.

Sworn to and subscribed before me, this day of September, 2000.


Notary Public

Name:

Commission Expires:



I, RAYMOND J. THOMPSON, having been designated as the Registered Agent in the above and foregoing articles, and am familiar with and accepts the obligations of the position of registered agent.


RAYMOND J. THOMPSON

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00 SEP 27 AM 10:51
MIAMI-DADE COUNTY, FLORIDA