

P01000045944

MAY 1, 2001

From: SYED F. ZAFAR
Financial & Tax Consulting,
9705 S.W. 95th Avenue,
MIAMI, FL 33176
Phone: 305-273-7853
Fax: 305-270-7985

To: SECRETARY OF STATE
Corporate Records Bureau
Division of Corporation
Department of State,
P.O.Box 6327
TALLAHASSEE, FL 32301

100004134041--4
-05/03/01--01106--011
*****78.75 *****78.75

Reg: ATLANTIC MARINE CONTAINER LINES, INC;

Dear Sir,

Please find herewith enclosed One original copy of ARTICLES OF INCORPORATION for the above newly proposed incorporation together with a money order in the sum of \$ 78.75 for the following:

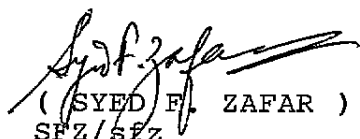
FILING FEE	\$ 35.00
REGISTERED AGENT	\$ 35.00
CERTIFICATE OF STATUS	\$ 8.75
TOTAL	\$ 78.75

Please be kind to return the duly stamped copy of the Articles of Incorporation, which you will find enclosed herewith alongwith the original copy of the same along with the certificate of status.

Please be kind for your immediate attention in this matter.

Thanking you in anticipation.

Very truly yours,


(SYED F. ZAFAR)
SFZ/sfz
Enclosures

FILED
01 MAY -3 PM 12:13
SECRETARY OF STATE
TALLAHASSEE, FL 32301

5-8-01
WGC

ARTICLES OF INCORPORATION

OF

ATLANTIC MARINE CONTAINER LINES, INC.

TO: THE HONORABLE SECRETARY OF THE STATE OF FLORIDA:

The undersigned do hereby make, subscribe, acknowledge and file the following articles for the purpose of becoming a corporation under the laws of the State of Florida.

ARTICLE I.

The name of the corporation shall be:

ATLANTIC MARINE CONTAINER LINES, INC.

ARTICLE II.

The general nature of the business to be transacted by the corporation shall be as follows:

To undertake and carry on the business of freight brokers, loading brokers, forwarding agents and sub-agents, booking agents and sub-agents, cleaning agents and sub-agents, custom clearing agents and sub-agents, shipping agents and sub-agents, freight contractors, transport, haulage and general travels and cargo contractors, ship owners and carriers, airplane owners and carriers, truck owners, boat owners, packers, dock owners and common car men.

To carry on the business of clearing and forwarding agents and sub-agents, and liaison work for duty drawback cash incentives, RBI clearance, Import/Export code number, Passport, VISA Replenishment license.

To carry on the business of booking cargos with every type of carrier and in particular with airlines, ships, railways and road carrier transporters and transport contractors, warehousemen, packers, cartage and haulers contractors, and agents, and sub-agents, cargo superintendents, tourist agents and sub-agents, tour conductors agents, sub-agents and contractors for traveling and in booking and reserving accommodation, tickets, seats, compartments, hiring or owning taxies, motor cars and all kinds of public vehicles and transports, launches, airplanes, ships and boats.

To establish, provide, maintain and conduct or otherwise subsidize in any part of the world, education and training institutions, research laboratories and experimental workshops for scientific and technical research and experiments, to undertake and carry on scientific and technical researches, experiment and tests of all kinds, to promote studies and researches, scientific and technical investigations by providing, subsidizing, endowing or assisting laboratories, workshops, libraries, lectures, meetings, and conferences and my providing or contributing to the remuneration

FILED
01 MAY -3 PM 12:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

of scientists and technical professors or teachers and by providing or contributing to the award of scholarships, prizes, grants to students or otherwise generally and to encourage, promote and reward studies, researches, investigations, experiments, tests and inventions of any kind that may be likely to assist any business which the company is authorized to carry on and to enter into any arrangement with government or any other such party for the purposes as foresaid.

To act as consultants in order to provide technical information, know-how, data, processes, formulate, techniques and methods, engineering services, manufacturing data, plans, layouts, blue prints and such other data for the design, installation, erection and consultancy, maintenance and operation of any plant, machinery, equipment and facilities whatsoever required and to any person, party, company, corporation, government or semi-government institution or any body else in connection with the business of the company.

To purchase, take on lease, or otherwise acquire the undertaking, business and property or any part of any company or companies carrying on business anywhere, which this company is entitled to undertake.

To employ experts to investigate into and examine the conditions, prospects, value, character and circumstance of any business concerns and undertakings and any assets, property, or rights.

To carry on any business or branch of a business which this company is authorized to carry on through the agency of any subsidiary company or companies and to enter into any arrangement with such subsidiary company or companies for taking the profits and bearing the loses of any business or branch of business so carried on or for financing any such subsidiary company or guaranteeing its liabilities, or to make any business or branch of business so carried on at any time and either temporarily or permanently to close any such branch of business.

To sell, lease, grant licenses, easements and such other rights over and in any other manner deal with or dispose of the undertaking, property, assets, rights and effects of the company or any part thereof, for such consideration as the company may deem fit and in particular for shares, debentures or securities of any other such company.

To refer or agree to refer to arbitration in USA or outside USA any claim, demand, dispute or any other such question by or against the company or in which the company is interested or concerned and whether between the company and its member or members of their representatives, or between the company and third parties, and to observe and perform and to do all acts, deeds, matters, and things required to carry out or enforce the award.

To procure the company to be registered or recognized under the laws of land in any part of the world.

Without prejudice to the generality of the foregoing, to undertake, carry out, promote and sponsor any activity for publication of any book, let literature, attainment articles or organizing lectures, conferences or seminars, workshops, training programs as are likely to advance the main objects of for giving merit awards, scholarships, any other such assistance to institutes' deserving

students or other such scholars, consultants or persons to enable them to pursue studies or academic pursuits and for establishing or assisting institution, fund, or trust, having any one of the main objects as one of its objects.

To carry on the business of manufacturers or processors and/or importers, exporters, buyers, stock holders, and distributors, and/or dealers of the following:

- (a) Polymers, natural or synthetic resins, plastics, latexes, and such other kinds of resins and plastic products, and goods thereof.
- (b) All types of compounds, drugs, dyestuffs, disinfectants, and of electrical photographic, surgical and scientific apparatus and materials.
- (c) Colors, paints, enamels, varnishes, lacquers, pigments, and chemicals. Pesticides and insecticides and their formulations, fertilizers of all types and kinds.

To carry on such business at one or more locations in this State or other states and foreign countries; to enter into, make, perform and carry out contracts of every kind and for any lawful purpose with any person, firm association or corporation.

To issue bonds, debentures or obligations of the company from time to time for any of the objects and purposes of the company, and to secure the same by mortgage, pledge, deed of trust or otherwise.

To buy, sell issue, lease, manufacture and generally trade in all kinds of goods, wares and merchandise at wholesale and retail: to purchase and acquire, sell, lease, deal and trade in real property of every class and description whether as principal on its own account or as agent, factor or broker for others.

To purchase, hold and re-issue the shares of its capital stock, and to subscribe to, purchase or otherwise acquire, or to become surety in respect to the stock, bonds or other securities and obligations of other companies.

To purchase, hold and re-issue the shares of its capital stock, and to subscribe to, purchase or otherwise deal kinds of property of whatsoever nature, whether real, personal or mixed, or any interest or rights therein without limits as to amounts: to buy, sell, assign, convey and cancel liens upon personal property and real estate of every kind and nature whatsoever; to act as broker or agent for the purchase, sale, leasing and management of real estate and the negotiating of loans: to draw, accept, endorse, discount and deliver bills of exchange, promissory notes, bonds, debentures and other negotiable instruments of whatsoever nature, and to secure the same by mortgage on its property or otherwise.

To do all such things as are incidental or conducive to the premises, and to do all and everything necessary, suitable, convenient or proper for the accomplishment of any of the purposes or the attainment of any of the objects herein enumerated or incidental to the powers herein made or which shall at any time appear conducive or expedient for the protection or benefit of the corporation.

No recitation or declaration of special powers or purposes herein enumerated shall be deemed to be exclusive, but all powers now, or which may be conferred upon corporations for profit under the laws of the State of Florida, are hereby included and prayed for.

In general, to carry on any other incidental business in connection with the foregoing and to save and exercise all the powers conferred by the laws of Florida upon corporations of this character.

ARTICLE III.

The maximum number of shares of stock which this corporation may issue at this time shall be FIVE HUNDRED (500) SHARES, each share to be of \$1.00 par value, all of which shares to be issued fully paid and non-assessable. The capital stock of this corporation may be paid for in lawful money of the United States or in property, labor or services at a fair and just valuation to be fixed by the stockholders or by the Board of Directors.

- (a) The shares shall be at the disposal of the directors and they may allot or otherwise dispose of the same to such persons at such time and on such terms and conditions as they may think fit and proper.
- (b) The board of its meetings shall make the allotment of shares.

Without prejudice to the provision contained therein no share shall be transferred to a person who is not a member of the company so long as any person selected by directors as one whom it is desirable in the interest of the company to admit to membership is willing to purchase the same at the fair value as calculated by the auditors of the company.

Any share may be transferred:

- (a) By a member or other person entitled to transfer to any members.
- (b) By a member to any child or linear descendent, son-in-law, father, mother, brother, sister, nephew, niece, wife, or husband of such members.

The directors shall not be required to hold any qualification shares.

The liability of the members is limited.

ARTICLE IV.

The amount of capital with which this corporation shall begin business shall be FIVE HUNDRED (\$500.00) DOLLARS.

ARTICLE V.

The existence of the corporation shall be perpetual.

ARTICLE VI.

The initial principal office and place of business of this corporation shall be: 5470 NW 19 Street, Lauderdale, Florida 33313 with the privilege of establishing other offices and places of business throughout the State of Florida and other states and foreign countries.

ARTICLE VII.

The number of directors of this corporation shall be one or more.

ARTICLE VIII.

The names and post office addresses of the directors who, subject to the By-Laws, have been selected to hold office until their successors are elected and have been qualified, are as follows:

Syed Mohammad, President-Director
9380 NW 37 Manor
Sunrise, FL 33351

Naghma Syed, Vice President
B3/71 Greenfields,
Mahakali Caves Road,
Andheri (E), Mumbai -93
India

Syed Hamid Hasan, Secretary/Treasurer
B3/71 Greenfields,
Mahakali Caves Road,
Andheri (E), Mumbai -93
India

ARTICLE IX.

The name and address of the subscribers to the Certificate who agree to take stock are as follows:

(125 Shares)
Syed Mohammad, President-Director
9380 N.W. 37 Manor
Sunrise, Florida 33351

(125 Shares)
Naghma Syed, Vice President
B3/71 Greefiends,
Mahakali Caves Road,
Andheri (E), Mumbai -93
India

(250 Shares)
Syed Hamid Hasan, Secretary/Treasurer
B3/71 Greenfields,
Mahakali Caves Road,
Andheri (E), Mumbai -93
India

ARTICLE X.

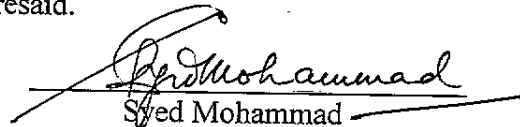
The name and registered office of the Registered Agent is:

Syed F. Zafar
9705 SW 95 AVE
Miami, FL 33176

ARTICLE XI.

The regulation of the business and the conduct of the affairs of the corporation, and the provisions creating or limiting the powers of the corporation, the directors and the stockholders, or any class of stockholders, including provisions governing the issuance of stock certificates (provided such provisions are not contrary to the laws of this State) shall be controlled by the By-Laws which shall be adopted by the corporation within sixty (60) days after this corporation shall have been formed, which said By-Laws may, from time to time and whenever necessary, be amended by the Board of Directors of the corporation.

IN WITNESS WHEREOF, the undersigned have made and subscribed this Certificate of Incorporation for the uses and purposes aforesaid.

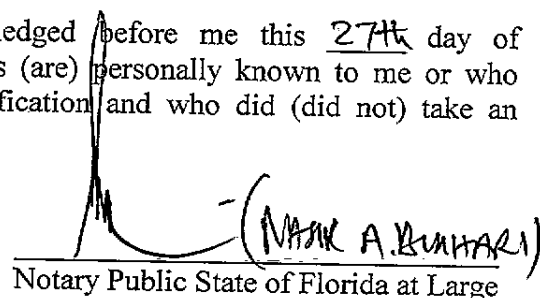

Syed Mohammad

STATE OF FLORIDA
COUNTY OF DADE

The foregoing instrument was acknowledged before me this 27th day of APRIL, 2001 by Syed Mohammad who is (are) personally known to me or who produced PERSONALLY KNOWN as identification and who did (did not) take an oath.




Nasir A Bukhari
My Commission CC834161
Expires May 6, 2003


Notary Public State of Florida at Large

My commission Expires:

The undersigned, SYED F. ZAFAR, does hereby certify that he is the registered Agent for, Inc., a Florida Corporation, and he hereby agrees to accept said appointment and act as the registered agent, with the registered office at 9705 SW 95 AVE, Miami, FL 33176.

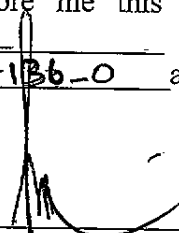

SYED F. ZAFAR
Registered Agent

STATE OF FLORIDA)
)
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 27th day of APRIL, 2000 by SYED F. ZAFAR who is (are) personally known to me or who produced Z160-786-45-136-0 as identification and who did (did not) take an oath.



Nasir A Bukhari
My Commission CC834161
Expires May 6, 2003


Notary Public, State of Florida