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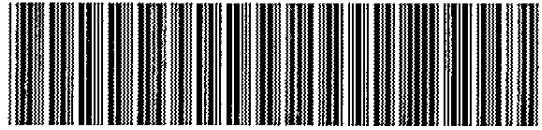
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TALLAHASSEE FLORIDA

W03-13419

5/16/03

Law Offices Of Michael A. Shapiro

Bayview Plaza, Suite 700
3225 Aviation Avenue
Coconut Grove, FL 33133-4741

Irwin S. Gars
Of Counsel

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May 8, 2003
Via Federal Express

Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32314

Re: Frederic Shipping, Inc.

Gentlepersons:

Enclosed please find Articles of Incorporation, in duplicate, for Frederic Shipping, Inc.

Please file same forthwith and forward a certified copy and your Certificate of Incorporation to the undersigned in the pre-paid Federal Express envelope enclosed herewith.

Our check in the sum of \$87.50 payable to your order for the filing fee, certified copy and certificate of status is enclosed.

Thank you very much for your prompt attention to the foregoing.

Sincerely yours,

Michael A. Shapiro
MICHAEL A. SHAPIRO
MAS/csm

Enclosures

cc: Vital Frederic

Cathy

RECEIVED
03 MAY -9 AM 11:04
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TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
FREDERIC SHIPPING, INC.**

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03 MAY -9 AM 10:39
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned does 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 - NAME

The name of this corporation is FREDERIC SHIPPING, INC. and its principal office address is: 700 N.E. 145 Street, North Miami, Florida 33161.

ARTICLE II - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business permitted under the laws of Florida.

ARTICLE III - CAPITAL STOCK

This corporation is authorized to issue 100 shares of \$10.00 par value common stock, which shall be designated as "Common Shares." All of said stock shall be payable in cash, property (real or personal) or labor or services in lieu thereof at a just valuation to be fixed by the Board of Directors.

ARTICLE IV - VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

ARTICLE V - TERM

This corporation shall commence its existence on the date of incorporation and shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE VI - INCORPORATOR

The name and address of the initial incorporator and subscriber hereto is as follows:

VITOL FREDERIC
700 N.E. 145 Street
North Miami, Florida 33161

ARTICLE VII - BOARD OF DIRECTORS

There shall be at least one (1) member of the Board of Directors of the corporation. The name(s) and address(es) of the party(ies) who is/which are to serve as director(s) until the next election are as follows:

VITOL FREDERIC
700 N.E. 145 Street
North Miami, Florida 33161

VILLARD FREDERIC
700 N.E. 145 Street
North Miami, Florida 33161

DAVID FREDERIC
700 N.E. 145 Street
North Miami, Florida 33161

The Board of Directors shall serve for a term of one (1) year, and shall be responsible for electing the officers of the corporation. The officers of the corporation shall consist of a President and a Secretary, and such other offices as the Board of Directors may from time to time determine is appropriate in order to carry out the activities of the corporation.

ARTICLE VIII - INITIAL REGISTERED OFFICE AND AGENT

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

VITOL FREDERIC
700 N.E. 145 Street
North Miami, Florida 33161

ARTICLE IX - OFFICERS

The duties of the officers of the corporation shall be fixed in the By-Laws. Officers shall be elected annually. Officers of the corporation until the next election are as follows:

VITOL FREDERIC- President

VILLARD FREDERIC- Vice-President

DAVID FREDERIC- Secretary

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 8th day of May, 2003.

Vitol Frederic
VITOL FREDERIC, Incorporator

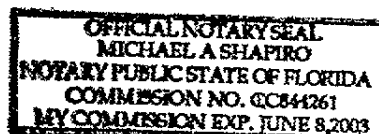
STATE OF FLORIDA }
 } ss:
COUNTY OF MIAMI DADE }

BEFORE ME, the undersigned authority, appeared VITOL FREDERIC, who after being duly sworn and cautioned, stated he has read the foregoing Articles of Incorporation, that he executed same in the capacity set forth therein, that the facts and statements contained therein are true and correct, and he executed the same for the purposes therein expressed.

SWORN TO AND SUBSCRIBED this 8th day of May, 2003, in the City of Miami, Florida, said County and State.

Michael A. Shapiro
NOTARY PUBLIC - STATE OF FLORIDA
Print Name if Not Stamped Below:

Affix Commission Expiration Number, Seal, Date and/or Stamp:



ACCEPTANCE OF REGISTERED AGENT

The undersigned, having been named to accept service of process for the above-stated corporation, at the place designated herein, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, to wit: Section 607.034 and 607.037 of the Florida Statutes.

Vitol Frederic
VITOL FRÉDERIC, Registered Agent

DATED: May 8, 2003

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03 MAY -9 AM 10:39
SECRETARY OF STATE
TALLAHASSEE FLORIDA