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P95000001914

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P&O PORTS FLORIDA, INC.

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March 14, 2007

FLORIDA DEPARTMENT OF STATE
Division of Corporations

P&O PORTS FLORIDA, INC.
99 WOOD AVE SOUTH
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ISELIN, NJ 08830US

SUBJECT: P&O PORTS FLORIDA, INC.
REF: P95000001914

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The date of adoption of each amendment must be included in the document.

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Darlene Connell
Document Specialist

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**ARTICLES OF AMENDMENT
OF THE
ARTICLES OF INCORPORATION
OF
P&O PORTS FLORIDA, INC.**

Under Section 607.1001 of the Florida Statutes.

FIRST: The name of the corporation is P&O PORTS FLORIDA, INC. (the "Corporation").

SECOND: The articles of incorporation was filed with the Secretary of State of the State of Florida on January 5, 1995.

THIRD: The amendment of the articles of incorporation of the Corporation effected by these articles of amendment is to change the management and scope of the business of the Corporation and the date of each amendment's adoption is March 13, 2007.

FOURTH: To accomplish the foregoing amendment, the following new Articles are hereby added to the articles of incorporation:

Article **TENTH** is hereby added as follows:

TENTH: The following provisions regulate the internal affairs of the Corporation:

1. A unanimous vote of the Board of Directors, including the Independent Director, is required to take any of the following actions:
 - (a) file, consent to filing of, or join in any filing of, a bankruptcy or insolvency petition or otherwise institute insolvency proceedings against the Corporation or on behalf of the Corporation for its debts under any federal or state law relating to bankruptcy;
 - (b) amend the Articles of Incorporation; or
 - (c) dissolve, liquidate, consolidate, merge, or sell all or substantially all of the Corporation's assets.
2. The Independent Director is to consider the interests of the Corporation's creditors in connection with all corporate actions.

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Article ELEVENTH is hereby added as follows:

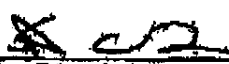
ELEVENTH: For so long as the Indebtedness is outstanding, the Board of Directors of the Corporation shall include one (1) Independent Director. An "Independent Director" means a person who is not and never has been, (i) an officer, director, employee, partner, member, beneficial-interest holder or stockholder of the Corporation, or any affiliate or equity holder of any of the foregoing; (ii) a lessee under any lease with the Corporation, supplier of the Corporation or creditor of the Corporation, or an affiliate of any of them; (iii) a spouse, parent, sibling, or child of any person described in (i) or (ii) above or; (iv) a person or entity that controls (directly, indirectly or otherwise) any person described in (i), (ii) or (iii); provided, however, that a person shall not be deemed to be a director of an affiliate solely by reason of such person being an "Independent Director" of such affiliate. For the purpose of this definition, "Indebtedness" refers to all the loans outstanding under that certain Credit Agreement dated on or about March 15, 2007 (the "Credit Agreement") among Ports America, Inc., as Borrower, the lenders party thereto, and Citibank, N.A., as the Collateral Agent and as the Administrative Agent. For the purpose of this definition alone, "affiliate" means as to any person, any other person that, directly or indirectly, controls, is controlled by or is under common control with such Person; provided that the terms "control" and "controlled by" means the possession, direct or indirect, or the power to direct or cause the direction of the management and policies of such person, whether through the ownership of voting interests, by contract or otherwise.

FIFTH: The foregoing amendment of the articles of incorporation of the Corporation was authorized by the consent in writing of all the members of the Board of Directors of the Corporation, followed by the written consent of holders of outstanding shares of the Corporation entitled to vote on the said amendment of the articles of incorporation, having not less than the minimum requisite proportion of votes, which has been given in accordance with Section 607.1003 of the Florida Statutes. Written notice has been given as and to the extent required by Section 607.1003 of the Florida Statutes.

SIXTH: The foregoing amendment shall be adopted upon the Effective Date set forth in the Credit Agreement.

IN WITNESS WHEREOF, I have subscribed this document on the date set forth below and do hereby affirm, under the penalties of perjury, that the statements contained therein have been examined by me and are true and correct.

P&O PORTS FLORIDA, INC.


Stephen Edwards, Director

Dated: March 14, 2007

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