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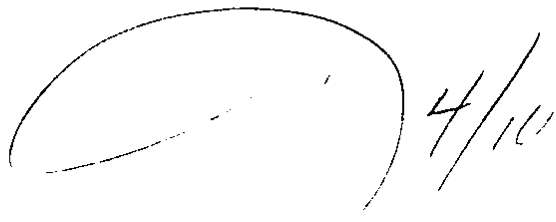
FLORIDA DIVISION OF CORPORATIONS
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 TALLAHASSEE, FLORIDA



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Articles of Incorporation for:

NIGERIAN PORTS PLC, INC.

ARTICLE I

The name of the Corporation shall be:

NIGERIAN PORTS PLC, INC.

ARTICLE II

TERM OF EXISTENCE

This Corporation shall exist perpetually or until dissolved by due process of law.

ARTICLE III

PURPOSE

This corporation is organized for the general purpose of transacting any or all lawful business permitted under the laws of the United States and the State of Florida.

ARTICLE IV

CAPITAL STOCK

This Corporation is authorized to issue par value common stock as described below, and none other;

Maximum number of Shares:	100
Par Value Per Share:	\$1.00

The authorized shares of par value common stock may be issued only for a consideration having a value, in the judgment of the Board of Directors, equivalent at least to the full par value of the stock so to be issued. Such consideration may be in the form of cash, real property, tangible personal property, intangible personal property, labor or services rendered, other than future services, or any combination of the foregoing.

Each share of common stock of this Corporation shall entitle the holder of record thereof to one vote upon each proposal presented at lawful meetings of the Shareholders. No holder of common stock of this Corporation shall be entitled to any right of cumulative voting.

PREPARED BY
ARNOLD HECHER, P.A.
633 N.E. 167th Street Suite 501
North Miami Beach, Fl. 33162
305-653-9330 Bar #0123438

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ARTICLE V

PREEMPTIVE RIGHTS

The Corporation may provide for preemptive rights of stockholders pursuant to provisions of its By-laws, but no preemptive rights shall exist unless specifically approved for inclusion in the By-laws.

ARTICLE VI

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The initial street address of the registered office of this Corporation in the State of Florida shall be: **8103 N. W. 88th Place, Tamarac, Florida 33321**

The Corporation may also maintain its principal office and branch offices at such places and in such states and foreign countries as the Board of Directors may from time to time by resolution provide. The registered office and the principal office address of this Corporation "is the same.

ROBERT GOLDSTEIN, IS HEREBY APPOINTED AS REGISTERED AGENT of this Corporation. The mailing address of the designated Registered Agent is: **8103 N. W. 88th Place, Tamarac, Florida 33321**

ARTICLE VII

INITIAL BOARD OF DIRECTORS

The business of this Corporation shall be conducted by a Board of Directors of not less than one (1), nor more than fifteen (15) persons. The Directors and Incorporator shall be **GREG BALK**.

They shall hold office until their successors are elected or appointed and have qualified, unless otherwise provided by the By-Laws. The name and street address of the initial director who is to conduct the affairs of this Corporation until the first meeting and election and qualification of his successor:

NAME	ADDRESS
GREG BALK	254 E. 88TH Street, Suite 28 D, New York, New York 10021

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**ARTICLES VIII
INCORPORATOR**

The name and address of the individual signing these Articles of Incorporation is:

NAME	ADDRESS
GREG BALK	264 E. 68TH Street, Suite 26 D, New York, New York 10011

**ARTICLE IX
MISCELLANEOUS**

1. No contract or other transaction between this Corporation and any other corporation shall be affected or invalidated by the fact that any one or more of the directors of this Corporation is or are interested in, or is a director or officer of such other corporation.
2. Upon election of the Board of Directors by the stockholders, such Board shall manage the business and affairs of the corporation, without the need of further authorization from the stockholders, except as provided by law, or otherwise herein.
3. The initial By-Laws of this Corporation shall be adopted by the Board of Directors. The By-Laws may be amended from time to time by either the Shareholders or the Directors. The Shareholders may amend, alter, or repeal any By-Law adopted by the Directors. The Directors may not alter, amend or repeal any By-Law adopted by the Shareholders, nor may the Directors adopt By-Laws which would be in conflict with the By-Laws adopted by the Shareholders.
4. The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in a manner now or hereafter prescribed by law; and all rights conferred upon Stockholders herein are granted subject to that reservation.
5. Any Incorporator or Shareholder present at any meeting, either in person or by proxy, and any Directors present in person at any meeting of the Board of Directors shall conclusively be deemed to have received proper notice of such meeting unless he shall make objection at such meeting to any defect or insufficiency of notice.
6. The Corporation shall indemnify all Officers and Directors of the Corporation to the fullest extent permitted by law.

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IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation, this 6th day of April, 1995.

Gary Bell
GARY BELL (REAL)

ACKNOWLEDGMENT OF APPOINTMENT BY REGISTERED AGENT

The undersigned, having been named as Registered Agent for the above named corporation, at the place designated in the foregoing Articles of Incorporation, hereby accepts the name and agrees to act in this capacity, and agrees to comply with the provisions of Florida law relative to keeping the registered office open.

Robert Goldstein
ROBERT GOLDSTEIN, Phone: (888) 782-8847

STATE OF N.Y.)
COUNTY OF N.Y. ; ss

I HEREBY CERTIFY that on this day before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared GARY BELL, and upon producing a valid Driver's License No. 150574474 to me known to be the person described in and who executed the foregoing instrument, and acknowledged to me before me that he executed said instrument voluntarily, of his own free will, for the purpose therein expressed.

WITNESS my hand and official seal this 6TH day of April, 1995.

Mary L. Cooper - 4/6/95
NOTARY PUBLIC, STATE OF NEW YORK

My commission expires on: 07/06/95

Mary L. Cooper
Notary Public, State of New York
No. D100000000
Qualified in State of N.Y.
Commission Expires: 07/06/95

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CLERK OF SUPERIOR COURT

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