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(((H95000007210))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: TOTAL MARINE SYSTEM, INC.
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TO DIV CORP ELT FI P.01

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ARTICLES OF INCORPORATION
OF
TOTAL MARINE SYSTEM, INC.

The undersigned in order to form a Corporation for purposes hereinafter stated, by and under the provisions of Statutes of the State of Florida, do hereby subscribe to these Articles of Incorporation.

ARTICLE I - NAME

The name of this Corporation is:
TOTAL MARINE SYSTEM, INC.

ARTICLE II - DURATION

This Corporation shall have perpetual existence, commencing on the date of execution of these Articles of Incorporation.

ARTICLE III - PURPOSES

This Corporation is organized for the following purposes:

a: The handling of freight consolidation (NVOCC) and related cargo handling activities.

b: To purchase, receive, lease, or otherwise, own, hold, improve, use and otherwise deal with real or personal property or any legal or equitable interest in property wherever located; to sell, convey, mortgage, pledge, create a security interest in, lease, exchange, and otherwise dispose of all or any part of its property.

CARLOS R. BUSQUETS, ESQ.
780 N.W. LEJEUNE RD.
SUITE 517
MIAMI, FL 33126
(305) 448-1200
FL. Bar No. 205370.

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c. In the purchase or acquisition of property, business rights or franchises, or for additional working capital, or for any other objective in or about its business affairs and without limit as to amount: to incur debts and to arise, borrow and secure the payment of money in any lawful manner. The Corporation may issue its stock for any lawful purposes, including the acquisition of any other entity.

d. To engage in any or all lawful activity and to institute and promote commercial, mercantile, financial and industrial enterprises, and for the purposes of transacting any or all lawful business.

ARTICLE IV - POWERS

This Corporation shall have all of the corporate powers enumerated in the Florida Business Corporation Act.

ARTICLE V - CAPITAL STOCK

This Corporation is authorized to issue 5,000 shares of \$1.00 EACH PAR VALUE, common stock, which shall be designated "COMMON SHARES".

ARTICLE VI - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this Corporation of the same kind of that which he/she already holds, shall have the right to purchase his/her pro rata share thereof, as nearly as may be done without issuance of fractional shares, at the price which it is offered to others.

ARTICLE VII-

STREET ADDRESS OF THE
CORPORATION'S INITIAL REGISTERED
OFFICE AND INITIAL REGISTERED
AGENT. PRINCIPAL OFFICE.

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The street address of the corporation's initial registered office and principal office is: 8366 N.W. 66th STREET, MIAMI, FLORIDA 33166 and the name of the initial

registered agent of the corporation at that office is: PAUL MORANI

ARTICLE VIII- INITIAL BOARD OF DIRECTORS

This Corporation shall have TWO Directors initially. The number of Directors may be either increased or diminished from time to time by the bylaws. The names and addresses of the initial Directors of this Corporation until the first annual meeting of shareholders or until their successors are elected and qualified are:

N A M E	A D D R E S S
PAUL MORANI	8366 N.W. 66th STREET MIAMI, FLORIDA 33166
FABIAN A. ESTEBAN	8366 N.W. 66th STREET MIAMI, FLORIDA 33166

ARTICLE IX - INCORPORATORS

The names and addresses of the persons signing these Articles are:

N A M E	A D D R E S S
PAUL MORANI	8366 N.W. 66th STREET MIAMI, FLORIDA 33166
FABIAN A. ESTEBAN	8366 N.W. 66th STREET MIAMI, FLORIDA 33166

ARTICLE X - AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

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IN WITNESS WHEREOF, the undersigned have executed these
Articles of Incorporation this 26th day of JUNE, 1995.

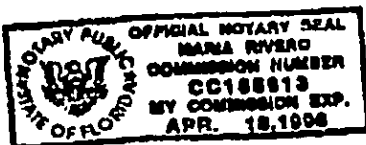
PAUL MORANI

PABIAN A. ESTEBAN

STATE OF FLORIDA)
COUNTY OF DADE) S.S.

BEFORE ME a Notary Public authorized to take
acknowledgments in the State and County set forth above,
personally appeared: PAUL MORANI and PABIAN A. ESTEBAN
known to me and known by me to be the persons who executed
the foregoing Articles of Incorporation, and they
acknowledged before me that they executed these Articles of
Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and
affixed my official seal, in the State and County aforesaid,
this 26 day of JUNE, 1995.



Maria Rivero
NOTARY PUBLIC

HAVING BEEN NAMED TO ACCEPT SERVICE OR PROCESS FOR:
TOTAL MARINE SYSTEM, INC., AT THE PLACE DESIGNATED IN THESE
ARTICLES OF INCORPORATION, 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.

DATED THIS 26 DAY OF JUNE, 1995.

(REGISTERED AGENT)
PAUL MORANI

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