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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. KOHR

JAN 08 2008

EXAMINER



CT

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CT
1203 Governors Square Blvd.
Tallahassee, FL 32301-2960

850 222 1092 tel
850 222 7615 fax
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January 7, 2008

Department of State, Florida
Clifton Building
2611 Executive Center Circle
Tallahassee FL 32301

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: Order #: 7121647 SO
Customer Reference 1: 090676/0101
Customer Reference 2:

Dear Department of State, Florida:

Please file the attached:

Global Stevedoring, Inc. (FL)
Conversion
Florida

Global Stevedoring, Inc. (FL)
Obtain Document - Misc - Certified copy of Conversion
Florida

Enclosed please find a check for the requisite fees. Please return evidence of filing(s) to the attention of the undersigned.

If for any reason the enclosed cannot be filed upon receipt, please contact the undersigned immediately at (850) 222-1092. Thank you very much for your help.

Please File 1st

**CERTIFICATE OF CONVERSION
TO LIMITED LIABILITY COMPANY
OF
GLOBAL STEVEDORING, INC.**

(Under Section 607.1113 of the Florida Business Corporation Act)

I, Carlton H. Spence, hereby certify that I am the Chairman of Global Stevedoring, Inc., a Florida corporation, and that as such, I am authorized to execute this Certificate of Conversion (this "Certificate") on behalf of Global Stevedoring, Inc., and do hereby further certify that:

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TALLAHASSEE FLORIDA

1. Global Stevedoring, Inc. has been converted (the "Conversion") into Global Stevedoring, LLC, a Delaware limited liability company, in compliance with Chapter 607 of the Florida Statutes (the "Act") and such Conversion complies with the applicable laws governing Global Stevedoring, LLC.

2. The plan of conversion of Global Stevedoring, Inc. was approved by the board of directors and the shareholder of Global Stevedoring, Inc. in accordance with the Act.

3. The Conversion will be effective upon the filing of this Certificate with the Department of State of the State of Florida.

4. The address of the principal office of Global Stevedoring, LLC in the State of Delaware is as follows:

N/A

5. Global Stevedoring, LLC hereby appoints the Secretary of State of the State of Florida as its agent for service of process in a proceeding to enforce obligations of Global Stevedoring, Inc., including any appraisal rights of shareholders of Global Stevedoring, Inc. under Sections 607.1301 through 607.1333 of the Act. The Department of State of the State of Florida may use the following address for purposes of Section 607.1114(4) of the Act:

Global Stevedoring, LLC
c/o National Registered Agents, Inc.
160 Greentree Drive, Suite 101
County of Kent
Dover, DE 19904

6. Global Stevedoring, LLC has agreed to pay any shareholders having appraisal rights the amount to which they are entitled under Sections 607.1301 through 607.1333 of the Act.

IN WITNESS WHEREOF, the undersigned authorized person has executed this
Certificate of Conversion this 3rd day of January, 2008.


Name: Carlton H. Spence
Title: Chairman

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TALLAHASSEE, FLORIDA