



THE UNITED STATES  
CORPORATION  
COMPANY

P97000005114

ACCOUNT NO. : 072100000032

REFERENCE : 224572 7121187

AUTHORIZATION :

*Patricia Project*

COST LIMIT : \$ 122.50

ORDER DATE : January 16, 1997

ORDER TIME : 11:10 AM

ORDER NO. : 224572-005

CUSTOMER NO: 7121187

100002060821--1

CUSTOMER: Mr. Joseph J. Portuondo  
JOSEPH J. PORTUONDO  
ATTORNEY AT LAW  
Suite M103  
2665 South Bayshore Drive  
Miami, FL 33133

DOMESTIC FILING

NAME: DIASHIP NORTH AMERICA,  
INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Richard W Whittaker

EXAMINER'S INITIALS:

97 JAN 16 AM 11:11  
SECRET  
TALLAHASSEE, FLORIDA

FILED

RECEIVED  
97 JAN 16 PM 3:39  
OFFICE OF THE CLERK  
TALLAHASSEE, FLORIDA

*KL*  
*1-17-97*

ARTICLES OF INCORPORATION  
OF  
DIASHIP NORTH AMERICA, INC.

97 JAN 16 AM 11:11  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a for-profit corporation under the Florida General Corporation Act, hereby makes, subscribes, acknowledges and files the following Articles of Incorporation.

ARTICLE I  
NAME

The name of the Corporation shall be DIASHIP NORTH AMERICA, INC.

Principal Address:  
1535 S.E. 17th Street  
Suite 103  
Fort Lauderdale, Florida 33316

ARTICLE II  
PURPOSE

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

ARTICLE III  
TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE IV  
CAPITAL STOCK

This corporation is authorized to issue 100 shares of no par value common stock.

ARTICLE V  
PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new common stock of this corporation shall have the right to purchase his pro rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

**ARTICLE VI  
REGISTERED OFFICE AND AGENT**

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

Joseph J. Portuondo  
Grand Bay Plaza  
2665 S. Bayshore Drive  
Suite M - 103  
Coconut Grove, Florida 33133

**ARTICLE VII  
BOARD OF DIRECTORS**

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time as prescribed by the by-laws, but shall never be less than one (1). The director(s) of this corporation are:

Frans Heesen  
1535 S.E. 17th Street  
Suite 103  
Fort Lauderdale, Florida 33316

**ARTICLE VIII  
OFFICERS**

The corporation shall have a President, a Secretary, and a Treasurer and may have additional and assistant officers including, without limitation thereto, one or more Vice Presidents, Assistant Secretaries, and Assistant Treasurers. A person may hold more than one office at one time. Such officers shall be elected by the Board of Directors. The Board may remove any or all of the officers from office, with or without cause, and at such time as the Board may determine. The names and addresses and positions of the persons who serve as the initial officers of the Corporation are as follows:

Frans Heesen  
President/ Secretary/ Treasurer  
1535 S.E. 17th Street  
Suite 103  
Fort Lauderdale, Florida 33316

ARTICLE IX  
INCORPORATOR

The name and address of the person signing these articles is:

Joseph Portuondo  
Grand Bay Plaza  
2665 S. Bayshore Drive  
Suite M - 103  
Coconut Grove, Florida 33133

ARTICLE X  
INDEMNIFICATION

The corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law.

ARTICLE XI  
BY-LAWS

The Bylaws may be repealed or amended, and the Bylaws may be adopted, by either the Board of Directors or the Stockholders, but the Board of Directors may not amend or repeal any Bylaw adopted by Stockholders if the Stockholders specifically provide such Bylaw is not subject to amendment or repeal by the Directors.

ARTICLE XII  
AMENDMENT OF THE ARTICLES OF INCORPORATION


These articles may be amended, altered, modified or revoked only upon the vote of the majority of the shareholders.

IN WITNESS WHEREOF, I have subscribed my name this 15th day of January, 1997.

  
JOSEPH J. PORTUONDO

ACCEPTANCE BY  
REGISTERED AGENT

Having been named to accept service of process of the above-styled corporation, at the office stated above, I hereby accept to act in the capacity of Registered Agent and agree to comply with the provisions relative to keeping said office open.

  
\_\_\_\_\_  
JOSEPH J. PORTUONDO  
Registered Agent

FILED

97 JAN 16 AM 11:11

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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