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NAME: MPV VESSEL MANAGEMENT, INC.

AUDIT NUMBER.....H97000001803

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 4

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## ARTICLES OF INCORPORATION

OF

### MPV VESSEL MANAGEMENT, INC.

I, the undersigned incorporator, hereby make, acknowledge and file these Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

#### ARTICLE I

##### NAME

The name and address of this Corporation shall be:

MPV Vessel Management, Inc  
c/o Worldwide Consulting Group, Inc.  
701 Brickell Avenue, Suite 3130  
Miami, Florida 33131

#### ARTICLE II

##### NATURE OF BUSINESS

The general purpose for which this Corporation is organized is to transact any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes.

#### ARTICLE III

##### AUTHORIZED SHARES

The Corporation shall be authorized to create and issue 150 shares of Common Stock having a par value of \$0.01 per share.

This Instrument prepared by:  
John S. Tenenholts, FI Bar No.: 694665  
520 Brickell Key Drive, Suite 0-305  
Miami, Florida 33131  
(305) 374-8200

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**ARTICLE IV**

**TERM OF EXISTENCE**

The term of this Corporation shall commence with the filing of these Articles of Incorporation. The Corporation shall exist perpetually unless dissolved according to law.

**ARTICLE V**

**INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this Corporation in the State of Florida shall be:

520 Brickell Key Drive, Suite O-305  
Miami, Florida 33131

The name of the initial registered agent of this Corporation at that address shall be:

John S. Tenenholtz

**ARTICLE VI**

**BOARD OF DIRECTORS**

The powers of the Corporation shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, a Board of Directors, which shall have 1 director initially. The number of directors may be increased or decreased by the shareholders from time to time as provided in the Bylaws of the Corporation.

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ARTICLE VIIDIRECTORS - NAMES AND STREET ADDRESSES

The names and street addresses of the members of the first Board of Directors who shall hold office until their successors have been duly elected or appointed and have qualified are as follows:

Manuel Martinez  
c/o Worldwide Consulting Group, Inc.  
701 Brickell Avenue, Unit 3130  
Miami, Florida 33131

ARTICLE VIIIINCORPORATOR

The name and street address of the incorporator signing these Articles of Incorporation are as follows:

NAMESTREET ADDRESS

John S. Tenenholz

520 Brickell Key Drive, Suite O-305  
Miami, Florida 33131

IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed these Articles of Incorporation at Miami, Florida, for the uses and purposes aforesaid, this 29th day of January, 1997.

  
John S. Tenenholz, Incorporator

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**DESIGNATION AND ACCEPTANCE****OF****REGISTERED AGENT**

In pursuance of Section 48.091 and Chapter 607, Florida Statutes, MPV Vessel Management, Inc. having filed its Articles of Incorporation contemporaneously herewith, with its registered office as indicated therein at 520 Brickell Key Drive, Suite O-305, Miami, Florida, has named John S. Tenenholtz, located thereat as its registered agent to accept service of process within this state.

By: 

John S. Tenenholtz, Incorporator

Having been named as registered agent to accept service of process for the above-stated corporation, at the location designated herein, I hereby accept the appointment to act in this capacity, and agree to comply with the laws of Florida applicable thereto.

By: 

John S. Tenenholtz, Registered Agent

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