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KAREN CARAZO, CPA

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FILED

97 MAY - 7 PM 2:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

May 5, 1997

Department of State
Division of Corporations
George Firestone Building
Tallahassee, Florida
32399

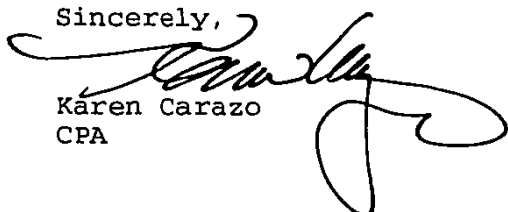
Attention: Charter Section

Enclosed find submitted in duplicate, our request for the incorporation of American Tug and Barge, Inc.

On behalf of my client, I also enclose the \$122.50 check for costs of incorporation. Please apply the \$122.50 filing fee to this corporation and process the articles of incorporation and assign a Florida corporate identification number.

Please call me if you have any questions, return correspondence to PO Box 013309, Miami Florida 33101-3309

Sincerely,


Karen Carazo
CPA

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enclosures:
articles
check #3140

PH
5/9/97

ARTICLES OF INCORPORATION
AMERICAN TUG AND BARGE, INC.

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CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of American Tug and Barge, Inc. each a natural person competent to contract, hereby associate themselves together to form a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation is American Tug and Barge, Inc.

ARTICLE II - NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation shall be to act as owner, broker, operator, agent of tugs, barges, and ships, to act as business broker and business consultant, to develop marine and terminal properties and tug and barge service operations, and to invest in such ventures in the United States of America as well as abroad.

The primary purpose of the corporation is to own, charter, and operate tugs, barges, and ships and in so doing transport goods on those tug/barges/ships from point to point.

Notwithstanding the primary purposes, as above, the corporation shall also be involved in the following:

To buy, sell, act as broker or consultant for goods such as rice, sugar, oil, cement, flower, and otherwise as needed.

To own, operate, consult for/with ship terminal / terminal services in the United States and abroad.

To manufacture, purchase or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of and to invest in, trade in and deal in and with goods, wares, merchandize, real and personal property and services of every class, kind and description.

To conduct business in, have one or more office in, and buy, hold mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchises, patents, copy rights, trademarks and licenses in the State of Florida and in all other sates, districts, territories, countries or colonies.

To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidence of indebtedness, and execute such mortgages, transfers of corporate property or other

instruments to secure the payment of corporate indebtedness as required.

To purchase the corporate assets of any other corporation and engage in the same or other character of business. To operate purchased/acquired corporations as subsidiaries or otherwise merge them into the corporation.

To acquire by purchase, subscription or otherwise, and to receive, hold own, guarantee, sell assign, exchange, underwrite, transfer, mortgage, pledge or otherwise dispose of or deal in and with any of the shares of capital stock, scrip, warrants, rights, bonds, debentures, notes, trust receipts and other securities, obligations, chooses in action and evidence of indebtedness or interest issued or created by any corporation, joint stock companies, syndicates, associations, firms, trusts or persons, public or private, or by the government of the United States of America, or by any foreign government, or by any state, territory, province, municipality or other political subdivision or by any governmental agency, and as owner thereof to possess and exercise all the rights, powers and privileges of ownership including the right to execute consents and vote thereon, and to do any and all acts and things necessary or advisable for the preservation, protection, improvement and enhancement in value thereof.

In general, to carry on any other business in connection with the foregoing, and to have and exercise all the powers concerned by the laws of Florida upon corporations formed under its laws and to do any or all things herein before set forth to the same extent as natural persons might or could do.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is: Ten Million (10,000,000) share(s) of common stock with a par value of \$0.01 (one cent) each. All the aforementioned stock is to be issued as fully paid for an exempt from assessment.

The capital stock may be paid for in money, property, labor, or services, at a just valuation to be fixed by the incorporators or by the Directors at a meeting called for such purpose.

ARTICLE IV - INITIAL CAPITAL

The amount of capital with which this corporation shall begin business is not less than One Thousand Dollars (\$1,000.00 USD).

ARTICLE V - TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI - ADDRESS

The initial post office address of this corporation is the State of Florida at PQ BOX 013309 Miami Florida 33101-3309. The Board of Directors may from time to time move the principal office to any other address in Florida.

ARTICLES VII - DIRECTORS

This corporation shall have Four (4) Director(s) initially. The number of directors may be increased or decreased from time to time in such manner as may be prescribed by the By-Laws.

The corporation shall indemnify and hold harmless each person who shall serve at any time hereafter as a Director or Officer of the corporation, and any person who serves at the request of this corporation, from and against any and all claims and liabilities to which such persons shall become subject by reason of his having heretofore or hereafter being a Director or Officer of the corporation, or by reason of any action alleged to have been heretofore or hereafter taken or omitted by him as such Director or officer, and shall reimburse each such person for all legal and other expenses reasonably incurred by him in connection with any such claim or liability as to which it shall be adjudged that such Officer or Director is liable for negligence or willful misconduct in the performance of his duties.

The rights accruing to any person under the foregoing shall not exclude any other right to which he may be lawfully entitled nor shall anything herein contained restrict the right of the corporation to indemnify or reimburse such person in any proper case even though not specifically herein provided for.

No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall be in any way be affected or invalidated by the fact that any of the directors of the corporation and pecuniarily or otherwise interested in or are directors, or officers of, such other corporation, any Director individually, or any firm of which any Director individually, or any firm of which any Director may be a member, may be a party to, or may be pecuniarily or otherwise interest in, any contract or transaction of the corporation, provided that the fact that he or such firm so interested shall be disclosed or shall have been known to the Board of Directors or such members thereof as shall be present at any meeting of the Board at which action upon any such contract or transaction shall

be taken; and any Director of the corporation who is also a Director or Officer of such other corporation or is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize any such contract or transaction, and may vote thereat to authorize any such contract or transaction, with the like force and effect as if he were not such Director or Officer of such other corporation or not so interested.

ARTICLE VIII - INITIAL DIRECTORS

The names and post office addresses of the members of the first Board of Directors are:

NAME	ADDRESS
Karen Carazo Zapetis	1717 N Bayshore Drive #3538 Miami, Florida 33132
Martin Curtin	1717 N Bayshore Drive #3538 Miami, Florida 33132
Jorge Valesquez	1717 N Bayshore Drive #3538 Miami, Florida 33132
Ronald J Anania	10910 SW 10 Court Davie, Florida 33324

ARTICLE IX - SUBSCRIBERS

The name and post office address of each subscriber of these Articles of Incorporation is:

NAME	ADDRESS
Martin Curtin	1717 N Bayshore Drive #3538 Miami, Florida 33132

ARTICLE X - RESIDENT AGENT

The initial resident agent of this corporation and his address is:

Martin Curtin	1717 N Bayshore Drive #3538 Miami, Florida 33132
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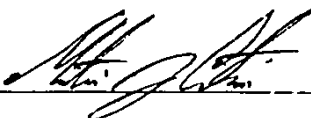
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ARTICLE XI-AMENDMENT

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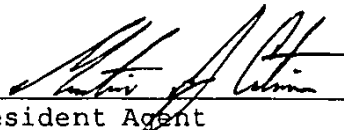
These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors proposed by them and to the stockholders and approved at a stockholder's meeting by a majority of the stock entitled to vote thereon.

IN WITNESS WHEREOF the parties to these Articles of Incorporation have hereunto set their hands and seals this 5 day of May, 1997 .



(Seal)

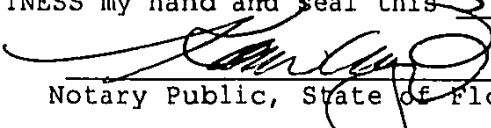
I am hereby familiar with and accept the duties and responsibilities as registered agent for said corporation:



As Resident Agent (Seal)

STATE OF FLORIDA)
COUNTY OF DADE)

I HEREBY CERTIFY that on this day before me, a Notary Public, duly authorized in the State and County above named personally appeared to me Martin Curtin known to be the persons described as subscriber in and who executed the foregoing Articles of Incorporation, and acknowledged before me that they subscribed to these Articles of Incorporation. WITNESS my hand and seal this 5 day of May 1997.



Notary Public, State of Florida at Large

My Commission Expires.

