

097000081271



ACCOUNT NO. : 072100000032

REFERENCE : 534294 4306424

AUTHORIZATION :

Patricia Pizitz

COST LIMIT : \$ 122.50

ORDER DATE : September 18, 1997

ORDER TIME : 10:40 AM

ORDER NO. : 534294-005

CUSTOMER NO: 4306424

CUSTOMER: Debra E. Kirschner, Legal Asst
STEEL HECTOR & DAVIS

400002297084--8

41st Floor, Ste. 4000
200 S. Biscayne Boulevard
Miami, FL 33131-2398

DOMESTIC FILING

NAME: GREEN REEFERS (USA), 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: Carina L. Dunlap

EXAMINER'S INITIALS:

FILED
97 SEP 18 11 04
FBI - MIAMI

RECEIVED
97 SEP 18 4 11 59
DIVISION OF CORPORATION

SN SEP 19 1997

ARTICLES OF INCORPORATION

OF

GREEN REEFERS (USA), INC.

FILED

97 SEP 18 AM 9:04

SEC. OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of the corporation is Green Reefers (USA), Inc., (hereinafter called the "Corporation").

ARTICLE II - PURPOSE

The Corporation is organized for the purpose of transacting any or all lawful business for corporations organized under The Florida Business Corporation Act of the State of Florida.

ARTICLE III - CAPITAL STOCK

The aggregate number of shares which the Corporation shall have the authority to issue is 1,000 shares of Common Stock, par value \$.01 per share.

Shares of capital stock of the Corporation that have been issued and subsequently acquired by the Corporation shall constitute issued but not outstanding shares of the same class and series, until canceled or disposed of (whether by resale or otherwise) by the Corporation. If the Directors cancel any such shares, the canceled shares shall constitute authorized and unissued shares of the same class and shall be undesignated as to series.

ARTICLE IV - INITIAL REGISTERED AGENT

The street address of the initial registered office of the Corporation is 200 S. Biscayne Boulevard, Suite #4874, Miami, Florida 3313-2398 and the name of the initial registered agent of the Corporation at that address is Peninsula Registered Agents, Inc.

ARTICLE V - INITIAL PRINCIPAL OFFICE

The street address of the initial principal office and mailing address of the Corporation is 4600 Ocean Beach Boulevard, Suite #505, Cocoa Beach, Florida 32931.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The Corporation shall have three (3) directors initially. The number of directors may be either increased or decreased from time to time as provided in the Bylaws of the Corporation, but shall never be less than one. The names and addresses of the initial directors of the Corporation are:

Carl Fredrik Odjell, 4600 Ocean Beach Boulevard, Suite #505, Cocoa Beach, Florida 32931;

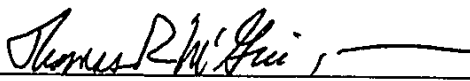
Robert Monsen, P.O. Box 145, N-5032 Minde, Norway; and

Trym Jacobsen, P.O. Box 145, N-5032 Minde, Norway.

ARTICLE VII - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is Thomas R. McGuigan, P.A., 200 S. Biscayne Boulevard, Miami, Florida 33131-2398.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these
Articles of Incorporation this 17th day of September, 1997.



Thomas R. McGuigan, P.A., Incorporator

**CERTIFICATE DESIGNATING THE ADDRESS
AND AN AGENT UPON WHOM PROCESS MAY BE SERVED**

W I T N E S S E T H:

That Green Reefers (USA), Inc., desiring to organize under the laws of the State of Florida, has named Peninsula Registered Agents, Inc., located at 200 S. Biscayne Boulevard, Suite #4874, Miami, Florida 33131-2398, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, 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, and I am familiar with, and accept the duties and obligations of a registered agent outlined in Section 607.0505, Florida Statutes.

Dated this 17th day of September, 1997.

PENINSULA REGISTERED AGENTS, INC.

By: 
Debra Kirschner, Vice President

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