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MORTON H. SILVER

Attorney at Law

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September 08, 1997

Hon. J. Kassees
Directors Office
Secretary of State
409 East Gaines Street
Tallahassee, Florida 32301

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-09/22/97--01105--016
*****70.00 *****70.00

Privileged & Confidential

In re: Registration of SUN SHIPPING LINES, Inc.

Dear Sir:

Enclosed please you will find duly executed articles for the
above corporation, together with a check in the sum of \$70.00
to cover the costs of registering same.

Thank you very much.

Very truly yours,


MORTON H. SILVER

MHS:gn
encl.
sent: Federal Express
cc. Alfonso Rey

081496/ibm/Secretary1

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dmp
9/19/97

ARTICLES of INCORPORATION
of
SUN SHIPPING LINES, Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporators under these Articles of Incorporation, in order to form a corporation under the laws of Florida, hereby certify:

ARTICLE 1 - The name of the corporation is:

SUN SHIPPING LINES, Inc.

ARTICLE 2 - This corporation is to exist perpetually.

ARTICLE 3 - The general purposes for which this corporation is organized is:

(a) To engage in the business of transportation and movement of cargo, by sea, land or air, furnishing every kind of support service to common carriers, including, but not limited to freight forwarding, administration, office personnel, cargo handling, carrier maintenance, ticket handling, cargo and passenger ticket sales and promotion, import and export documentation and services, custom documentation and any other service in connection with the transportation business, both passenger and cargo, both at wholesale or retail, as principal or agent, as direct or indirect common carrier, and any other business in connection therewith.

(b) To do anything which a corporation may lawfully do under the laws of the State of Florida.

ARTICLE 4- The street address of the initial principal office of the corporation is: 1851 N.W. 68th Avenue, Building 706, Miami, Florida; and the mailing address of such office is: P.O.Box 52 2300 Miami, Florida 33152.

ARTICLE 5- The aggregate number of shares of stock which the corporation shall have authority to issue is 50 shares of no par value, capital stock.

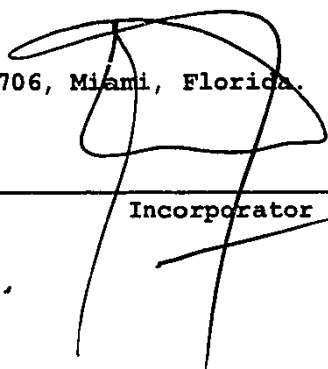
ARTICLE 6- The street address of the initial registered office of the corporation is 24000 Tennessee Rd., Homestead, Florida 33031. and the name of its initial registered agent at such address is Morton H. Silver.

ARTICLE 7- This corporation shall have not less than one director on the Board of Directors initially. The By-Laws may increase or diminish the number of directors, but shall never be less than one. The names and addresses of the members of the first Board of Directors are:

Name: Alfonso Rey
Address: 1851 N.W. 68th Avenue, Building 706, Miami, Florida.

ARTICLE 8- The name and address of each incorporator of the corporation is:

Name: Alfonso Rey
Address: 1851 N.W. 68th Avenue, Building 706, Miami, Florida.



Incorporator

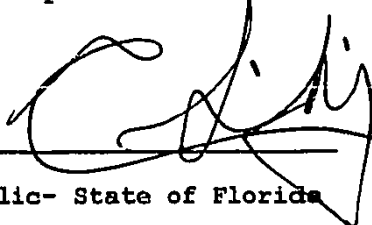
STATE OF FLORIDA:

Acknowledgment

COUNTY OF DADE :

PERSONALLY APPEARED before me, the undersigned authority, Alfonso Rey, to me well known as the person described as Incorporator in the above Articles of Incorporation, and acknowledged it to be her deed.

WITNESS my hand and seal this 16 day of September 1997 at City of Miami, County of Dade, State of Florida.



Notary Public- State of Florida

My Commission Expires:



CARLOS SIEVEKING
My Commission CC425237
Expires Dec. 07, 1998
Bonded by NFNU
800-224-6368

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

REGISTERED AGENT ACCEPTANCE

Having been named to accept service of process for the above named corporation and to act as its Registered Agent at the place designated in the foregoing Certificate, the undersigned hereby agrees to act in this capacity and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of said duties.

Dated: September 10 1997.



REGISTERED AGENT

Morton H. Silver

24000 Tennessee Rd.

Homestead, Florida 33031

CORPSUNSHIP090697