

LAW OFFICES OF
LANCE JOSEPH ESQ. P.A.
THE PANTER BUILDING
6950 NORTH KENDALL DRIVE
SUITE 200
MIAMI, FLORIDA 33156
305/667-0700

LANCE JOSEPH ESQ.

FAX TO: 305/667-7911

P98000035911

April 17th 1998

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL. 32314

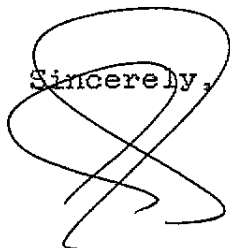
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att: Division of Corporations, new filings

To whom it may concern:

Please find enclosed the original and one copy of the articles of incorporation for North American Shipping Company, Inc., along with a check in the amount of \$122.50 for your filing fees. Please send the return copy to the address listed above. Thank you. If you have any questions, please contact the undersigned at the numbers and address listed above.

Sincerely,



Lance Joseph
LJ:vsj

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 APR 20 AM 10:01

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DIVISION OF CORPORATIONS
98 APR 20 AM 10:01

ARTICLES OF INCORPORATION
FOR
NORTH AMERICAN SHIPPING COMPANY, Inc.

ARTICLE I - NAME

The name of this corporation is North American Shipping Company, Inc.

ARTICLE II- DURATION

This corporation shall have perpetual existence commencing on the date of filing of these Articles with the Department of State.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of conducting any and all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 100 shares of \$1.00 par value common stock which shall be designated "Common Shares"

ARTICLE V- PRE-EMPTIVE RIGHTS

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

ARTICLE VI - STREET ADDRESS OF CORPORATION

The initial address of this corporation is:

P.O. Box 600683, North Miami Beach, FL. 33160

ARTICLE VII-INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) Director(s) constituting the initial Board of Directors. The number of Directors may be either increased or decreased from time to time by the By-Laws. The name and address of the initial Board of Directors of this corporation:

M. T. Maung, P.O. Box 600683, North Miami Beach, Fl. 33160

ARTICLE VIII - INCORPORATOR

The name and address(es) of the person(s) signing these Articles is: _____

M.T. Maung, P.O. Box 600683, North Miami Beach, FL. 33160
 Hugo M. Ledezma, P.O. Box 600683, North Miami Beach, FL. 33160
 Sao Mya Nwe, P.O. Box 600683, North Miami Beach, FL. 33160

ARTICLE IX - INDEMNIFICATION

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

ARTICLE X - AMENDMENTS

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Officers and Directors have executed these Articles of Incorporation this 27th day of March, 1998.


 M.T. Maung, President

X 
 Hugo M. Ledezma, V.P./Secretary

X 
 Sao Mya Nwe, V.P./Treasurer

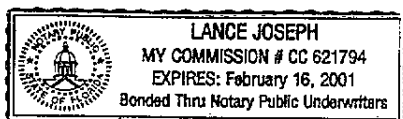
STATE OF FLORIDA)
 COUNTY OF DADE)

BEFORE ME, the undersigned Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared M.T. Maung, Hugo M. Ledezma and Sao Mya Nwe, known to me personally or identified by FL-DC and they acknowledged before me that they executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have set my hand and seal in the aforesaid state and county this 10th day of April 1998.

My Commission expires:


 Notary Public



SECRET FILED
DIVISION OF STATE
CORPORATIONS
98 APR 20 AM 10:01

Registered Agent Certificate, NORTH AMERICAN SHIPPING COMPANY,
Inc.

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE NAMING AGENT UPON WHOM
SERVICE MAY BE SERVED.


In compliance with the laws of the State of Florida, the
following is submitted:

North American Shipping Company, Inc. Under the laws of the
state of Florida, has named

Lance Joseph P.A., 6950 N. Kendall Drive, Miami, FL. 33156

as its statutory Registered Agent.

Having been named the statutory Registered Agent of the above
named corporation at the place designated in this certificate, I
hereby accept the same and agree to act in this capacity, and
agree to comply with the provisions of Florida law relative to
keeping the registered office open.

Lance Joseph P.A. 

by: Lance Joseph, Pres.

DATED this 7th day of April 1998.