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Harry Gee, Jr. and Associates

Attorneys at Law

A Professional Corporation

FILED

98 OCT 29 PM 2:54

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Of Counsel
Simon L. Tang

October 20, 1998

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

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-10/29/98--01061--008
*****87.50 *****87.50

RE: NEWBAY SHIPPING, INC. &
ALVARGONZALEZ SHIPMANAGMENT U.S.A., INC.

Dear Sir or Madam:

Pursuant to the provisions of the Florida Business Corporation Act, we hereby file these Articles of Incorporation on behalf of the above named companies, and in support thereof enclose the following documents:

1. Articles of Incorporation for Newbay Shipping, Inc.
2. Transmittal letter for Newbay Shipping, Inc.
3. A check of \$87.50 for filing fee, certified copy, and certificate of status for Newbay Shipping, Inc.
4. Articles of Incorporation for Alvargonzalez Shipmanagement U.S.A., Inc.
5. Transmittal letter for Alvargonzalez Shipmanagement U.S.A., Inc.
6. A check of \$87.50 for filing fee, certified copy, and certificate of status for Alvargonzalez Shipmanagement U.S.A., Inc.

Please note that we are incorporating two companies in the State of Florida. Due to the urgency of the matter, we kindly request that you please expeditiously process these Articles of Incorporations for the above companies and kindly remit the Certified Copy and Certificate of Status to our office at your earliest convenience.

P. Hall

OCT 29 1998

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Newbay Shipping &
Alvargonzalez U.S.A.
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Should you require additional information or documentation, please do not
hesitate to contact me. Thank you for your kind attention.

Respectfully Submitted,

A handwritten signature in black ink, appearing to be 'David Duong', with a long horizontal line extending to the right.

David Duong, Esq.

Enclosures:

- (2) Articles of Corporation
- (2) Transmittal Letters
- (2) Checks in the amount of \$87.50

ARTICLES OF INCORPORATION
OF
NEWBAY SHIPPING, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(A Closed Corporation)

The undersign incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I

The name of the Corporation is NEWBAY SHIPPING, INC.

ARTICLE II

The period of its duration is perpetual.

ARTICLE III

The purpose for which the Corporation is organized is the transaction of any and all lawful business for which a corporation may be incorporated under the Florida Business Corporation Act.

ARTICLE IV

The principal place of business and mailing address of this corporation shall be:
5301 Blue Lagoon, Suite 470, Miami, Florida 33126

ARTICLE V

The aggregate number of shares which the Corporation shall have authority to issue is One Thousand (1,000). The shares shall have no par value.

ARTICLE VI

The name and street address of its initial Registered Agent is as follows:

Nathalie Azcarreta
5301 Blue Lagoon Drive, Suite 470
Miami, Florida 33126

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ARTICLES OF INCORPORATION
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ARTICLE VII

The name and number of Directors will be elected at a later designated shareholder's meeting.


ARTICLE VIII

This Corporation is a closed corporation

ARTICLE IX

The name and address of the Incorporator is:

David Duong
5847 San Felipe, Suite 2950
Houston, Texas 77057

	DAVID DUONG	10/20/98
Signature/Incorporator	Print	Date

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agreed to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

	NATHALIE DE AZAVERETA	10/20/98
Signature/Registered Agent	Print	Date