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FROM: EMPIRE CORPORATE KIT COMPANY
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PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: VENEZUELAN SHIPPING LINES CORP.

AUDIT NUMBER.....H98000022141

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 4

CERT. COPIES.....1

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**ARTICLES OF INCORPORATION
OF
VENEZUELAN SHIPPING LINES CORP.**

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name of the corporation is VENEZUELAN SHIPPING LINES CORP.

ARTICLE II

DURATION AND BEGINNING OF CORPORATE EXISTENCE

The corporation shall exist perpetually. The date when the corporate existence of this corporation begins shall be on the date of filing of these Articles of Incorporation with the Secretary of State.

ARTICLE III

NATURE OF BUSINESS

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

ARTICLE IV

CAPITAL STOCK

The corporation is authorized to have outstanding one class of stock designated as common stock. The maximum number of shares of common stock which the corporation is authorized to have outstanding is 1000 shares of Common Stock of a par value of \$1.00 per share. Holders of Common Stock are entitled to vote on all questions required by law on the basis of one vote per share and there shall be no cumulative voting. Holders of Common Stock shall have preemptive rights to subscribe to the corporation's securities.

Prepared by: VILA, PADRON & CARRILLO
Oscar J. Vila, III (Fla. Bar #899976)
338 Minorca Ave.
Coral Gables, FL 33134
(305) 461-4888

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H98000022141**ARTICLE V****INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the corporation in the State of Florida is 3001 N.W. South River Drive, Miami, Florida 33142, and the name of the initial registered agent of this corporation at that address is Oscar Vila Masot.

ARTICLE VI**PRINCIPAL OFFICE**

The initial principal place of business and mailing address of this corporation shall be: 3001 N.W. South River Drive, Miami, Florida 33142.

ARTICLE VII**INCORPORATOR**

The name and address of the incorporator subscribing to these Articles of Incorporation is Oscar Vila Masot, 3001 N.W. South River Drive, Miami, Florida 33142.

ARTICLE VIII

The names and street addresses of the initial Officers and Directors, who shall hold office the first day of the corporation's existence until their successors are elected are:

Officers:

President:	Oscar Vila Masot, 3001 N.W. South River Dr., Miami, FL 33142
Vice President:	Jose Luis Bermudez, 3001 N.W. South River Dr., Miami, FL 33142
Secretary:	Oscar Vila Masot, 3001 N.W. South River Dr., Miami, FL 33142
Treasurer:	Oscar Vila Masot, 3001 N.W. South River Dr., Miami, FL 33142

Director:

Oscar Vila Masot, 3001 N.W. South River Dr., Miami, FL 33142
Jose Luis Bermudez, 3001 N.W. South River Dr., Miami, FL 33142

ARTICLE IX**INDEMNIFICATION**

The corporation shall indemnify, to the full extent permitted by law, any officer, director, employee or agent of the corporation, or any former officer, director, employee or agent of the corporation, or any person who at the request of the corporation is or was serving as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 25 day of November, 1998.


Oscar Vila Masot, Incorporator

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CERTIFICATE OF REGISTERED AGENT
OF
NATIONAL ENTERPRISE SOLUTIONS CORP.

Pursuant to Section 607.0501 and 607.0505 of the Florida Statutes, the following is submitted, in compliance therewith:

That VENEZUELAN SHIPPING LINES CORP., desiring to organize under the laws of the State of Florida, has named Oscar Vila Masot, of 3001 N.W. South River Drive, Miami, County of Miami-Dade, State of Florida, agent to accept service of process within the State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept 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, including the obligations provided in Florida Statutes Section 607.0505.

Dated this 25 day of November, 1998.

By: _____

Oscar Vila Masot

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