



THE UNITED STATES  
CORPORATION  
COMPANY

P99000032954

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99 APR -9 AM 10:54

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 197646 4331425

AUTHORIZATION :

Patricia Pigeto

COST LIMIT : \$ 70.00

ORDER DATE : April 7, 1999

ORDER TIME : 10:53 AM

ORDER NO. : 197646-005

100002834691--3

CUSTOMER NO: 4331425

CUSTOMER: Rebecca Tzou, Esq  
GALLAND, KHARASCH, GREENBERG,  
GALLAND, KHARASCH, GREENBERG,  
1054 Thirty-first Street, N.w.  
Suite 200  
Washington, DC 20007

DOMESTIC FILING

NAME: FRATERNIDAD SERVICES CORP.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sara Lea

EXAMINER'S INITIALS:

PH 4/12/99

611  
W99-8542

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99 APR -9 AM 11:30



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

April 9, 1999

CSC NETWORKS  
1201 HAYS STREET  
TALLAHASSEE, FL 32301

**RESUBMIT**

Please give original

SUBJECT: FRATERNIDAD SERVICES CORP. submission date as file date.  
Ref. Number: W99000008542

We have received your document for FRATERNIDAD SERVICES CORP. and the authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being returned for the following:

The registered agent must sign accepting the designation.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6973.

Claretha Golden  
Document Specialist

Letter Number: 599A00018152

RECEIVED  
99 APR 12 AM 9:53  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

**FRATERNIDAD SERVICES CORP.**

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99 APR -9 AM 10:55

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, an individual, does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a corporation for profit, pursuant to the provisions of the Florida Business Corporation Act.

FIRST: The corporate name for the corporation (the "Corporation") is "FRATERNIDAD SERVICES CORP."

SECOND: The street address of the principal office and mailing address of the Corporation is:

210 National Street  
Palmetto, FL 34221

THIRD: The number of shares that the Corporation is authorized to issue is one thousand (1,000) shares, all of which are of a par value of one cent (\$.01) each, are of the same class and are common shares.

FOURTH: The street address of the initial registered office of the Corporation in the State of Florida is c/o Corporation Service Company, 1201 Hays Street, Tallahassee, Florida 32301. The name of the initial registered agent of the Corporation at the said registered office is Corporation Service Company.

The written acceptance of the said initial registered agent, as required by the provisions of Section 607.0501(3) of the Florida Business Corporation Act, is set forth following the signature of the incorporator and is made a part of these Articles of Incorporation.

FIFTH: The name and the address of the incorporator are:

NAME

ADDRESS

Rebecca Landon Tzou

Galland, Kharasch, et al.  
Canal Square  
1054 Thirty-First Street, N.W.  
Second Floor  
Washington, D.C. 20007-4492

SIXTH: No holder of any of the shares of any class of the Corporation shall be entitled as of right to subscribe for, purchase or otherwise acquire any shares of any class of the Corporation which the Corporation proposes to issue or any rights or options which the Corporation proposes to grant for the purchase of shares of any class of the Corporation or for the purchase of any shares, bonds, securities, or obligations of the Corporation which are convertible into or exchangeable for, or which carry any rights to subscribe for, purchase or otherwise acquire shares of any class of the Corporation; and any and all of such shares, bonds, securities or obligations of the Corporation, whether now or hereafter authorized or created, may be issued, or may be reissued if the same have been reacquired and if their reissue is not prohibited, and any and all of such rights and options may be granted by the Board of Directors to such individuals and entities, and for such lawful consideration, and on such terms, as the Board of Directors in its discretion may determine, without first offering the same, or any thereof, to any said holder.

SEVENTH: The purposes for which the Corporation is organized are as follows:

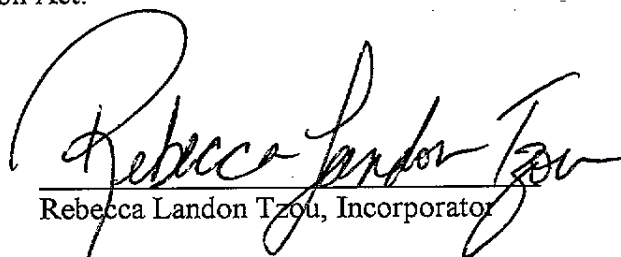
To engage in the operation of a marine terminal in Port Manatee, Florida, including but not limited to the employment of stevedores and other personnel, and to engage in any other lawful business for which Corporations may be organized under the Florida Business Corporation Act; and to have all of the general powers granted to corporations organized under the Florida Business Corporation Act, whether granted by specific statutory authority or by construction of law.

EIGHTH: The duration of the Corporation shall be perpetual.

NINTH: The Corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, vote of shareholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

TENTH: Whenever the Corporation shall be engaged in the business of exploiting natural resources or other wasting assets, distributions may be paid in cash out of depletion or similar reserves at the discretion of the Board of Directors and in conformity with the provisions of the Florida Business Corporation Act.

Signed on April 8, 1999

  
Rebecca Landon Tzou, Incorporator

Having been named as registered agent and to accept service of process for the above-named Corporation at the place designated in these Articles of Incorporation, I hereby accept the appointment as registered agent and agree 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.

CORPORATION SERVICE COMPANY

By: Karen B. Rozar

Name:

Title:

Karen B. Rozar, Asst. Sec.  
Corporation Service Company

Date: April 12 1999

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99 APR -9 AM 10:55  
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TALLAHASSEE, FLORIDA