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TRANSMITTAL LETTER

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

600002947366--1
-08/02/99-01092-001
****122.50 *****78.75

Antorcha Shipping Corp.

SUBJECT: -----
(Proposed corporate name)

Enclosed is an original and one (1) copy of the articles of incorporation and our check for \$_____

Antorcha Shipping Corp.

FROM: -----
Name (printed or typed)

8540 NW 66th Street

Address

Miami, FL 33166

City, State & Zip Code

(305) 477-6376

Telephone Number

FILED
99 AUG -2 PM 3:54
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Note: Please provide the original and one copy of the Articles.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION

The undersigned incorporator(s) for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

Antorcha Shipping Corp.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

8540 NW 66th Street
Miami, Fl. 33166

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

100 Shares @ \$1.00 par value

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

Jeannie Adams Myers
11797 SW 90th Terr.
Miami, Fl. 33186

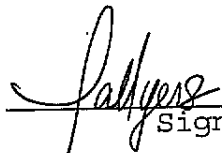
ARTICLE V INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

Jeannie Adams Myers
11797 SW 90th Terr.
Miami, Fl. 33186

President

The undersigned incorporator(s) has (have) executed these Articles of Incorporation this 27 day of July 1999


Signature

Signature

Signature

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

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PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES,
THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE
OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE
REGISTERED OFFICE. REGISTERED AGENT, IN THE STATE OF FLORIDA.

Antorcha Shipping Corp.

1. The name of the corporation is _____

8540 NW 66th Street
Miami, Fl. 33166

2. The name and address of the registered agent and office is: _____

Jeannie Adams Myers

(Name)

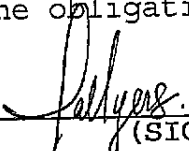
11797 SW 90th Terr.

(P.O. Box or Mail Drop NOT acceptable)

Miami, Fl. 33186

(City/State/Zip)

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 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.



(SIGNATURE)

7/27/99

(DATE)

DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL 23214