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CT CORPORATION SYSTEM

Requestor's Name
 660 EAST JEFFERSON STREET

Address
 TALLAHASSEE FL 32301 222-1092

City State Zip Phone

CORPORATION(S) NAME

900001506338
 -06/06/95--01094--025
 *****70.00 *****70.00

Elliott Shipping Co., Inc.

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**APPLICATION BY FOREIGN CORPORATION FOR
AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. Elliott Shipping Co., Inc.
(Name of corporation: must include the word "INCORPORATED," "COMPANY," or "CORPORATION" or words or abbreviations of like import in language, as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. Massachusetts
(State or country under the law of which it is incorporated)

3. January 4, 1979 4. Perpetual
(Date of Incorporation) (Duration)

5. 04-2660555
(Federal Employer Identification number, if applicable)

6. Upon Qualification
(Date first transacted business in Florida. See sections 607.1501, 607.1502, and 817.155, F.S.)

7. 20 Main Street, Gloucester, Massachusetts 01930
(Current mailing address)

8. See attached purpose clause.
(Brief description of the nature of the business in which it is engaged in the state of Florida)

9. Names and street addresses of officers and or directors:

A. Directors:

Chairman: See attached list of directors

Address: _____

Vice Chairman: See attached list of directors

Address: _____

Director: See attached list of directors

Address: _____

Director: _____

Address: _____

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B. Officers:

President: see attached list of officers

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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(if needed, you may attach an addendum to the application listing additional officers and/or directors.)

10. Name and Street address of Florida registered agent:

Name: C T Corporation System

Office Address: c/o C T Corporation System, 1200 South Pine Island Road
Plantation, Florida 33324

Zip Code

11. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Registered agent's signature: _____

C T Corporation System

(Signature)
EDWARD GWISDALLA
Assistant Vice President
(Typed Name and Title of Officer)

12. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

13. (Signature)
(Signature of Chairman, Vice Chairman, or any officer listed in number 9 of the application)

14. Francis J. Elliott Jr., President

(Name and capacity of person signing application)

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2. The purposes for which the corporation is formed are as follows:

To buy, hire, build, acquire, lease and charter ships, vessels or any type of motor vehicle or such shares or such portions of such ships, vessels and motor vehicles; to establish and maintain such motor vehicles, ships, and vessels for the transportation of passengers or materials or merchandise of any kind, whether by land, sea or air; to purchase, lease, acquire and hold such real estate, buildings, warehouses, wharfs, piers or other property to store or house such merchandise or materials; to engage in the business of keeping storage warehouses for the storage and deposit of goods and merchandise of all kinds and descriptions; to receive for safe keeping or storage goods, wares, merchandise and properties of all kinds; to take charge of and perform the duty of paying freights, charges, duties on bonding, receiving, landing, hauling, transferring and transporting all such goods, wares, and merchandise; to insure or cause to be insured, the owner or owners thereof, against all loss by fire or water whether in transit or in storage; to advance money upon any property in its custody, or upon bills of lading, receipts or certificates representing goods in storage elsewhere or in transit; to issue receipts or certificates for goods, wares, or merchandise or property on its vessels, motor vehicles or ships or on its premises, or under the control of said corporation at the time of issuing such receipt or certificate; to borrow money upon the pledge or mortgage of any such property for any purpose; to issue notes, bills, or other forms of indebtedness to secure any of its obligations; to acquire by purchase, lease, manufacture or otherwise any personal property deemed necessary or useful in equipping, furnishing, improving, developing, or managing any property at any time owned, held, or occupied by the corporation; and to invest, trade, and deal in any personal property deemed beneficial to the corporation, and to encumber or dispose of any personal property at any time owned or held by the corporation; to apply for, obtain, or cause to be obtained any and all permits or licenses of any kind necessary to, or in conjunction with, or instrumental to the accomplishment of the purpose of the corporation; to enter into any kind of activity and to perform and carry out contracts of any kind necessary to or in connection with or incidental to the accomplishment of the purpose of this corporation; to carry on any of the aforesaid activities or purposes either directly, as a partner in a partnership, or as an agent for or with other persons, associations, corporations, joint ventures, or partnerships; and as agent to do all things necessary or incidental to or connected with the general purposes for which the corporation is formed, and to perform every act or thing permissible or lawful under the general laws of this Commonwealth.

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**Elliott Shipping Co., Inc.
Director and Officers**

Director:

**Chairman and
Sole Director:** Francis J. Elliott, Jr.
20 Main Street, Gloucester, MA 01930 (business)
2 Hugh Hill Lane, Beverly, MA 01915 (residence)

Officers:

President: Francis J. Elliott, Jr.
20 Main Street, Gloucester, MA 01930 (business)
2 Hugh Hill Lane, Beverly, MA 01915 (residence)

**Secretary
(Clerk):** Chester J. Wizboski
20 Main Street, Gloucester, MA 01930 (business)
8 Judith Drive, Reading, MA 01867 (residence)

Treasurer: Francis J. Elliott, Jr.
20 Main Street, Gloucester, MA 01930 (business)
2 Hugh Hill Lane, Beverly, MA 01915 (residence)

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William Francis Galvin
Secretary of the
Commonwealth

The Commonwealth of Massachusetts

Secretary of the Commonwealth

State House, Boston, Massachusetts 02133

May 30, 1995

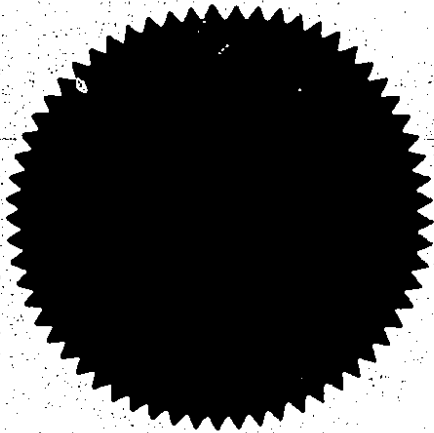
TO WHOM IT MAY CONCERN:

I hereby certify that according to the records of this office

Elliott Shipping Co., Inc.

is a domestic corporation organized on **January 4, 1979**, under the General Laws of the Commonwealth of Massachusetts.

I further certify that there are no proceedings presently pending under the Massachusetts General Laws Chapter 156B section 101 for said corporations dissolutions; that articles of dissolution have not been filed by said corporation; that, said corporation has filed all annual reports, and paid all fees with respect to such reports, and so far as appears of record said corporation has legal existence and is in good standing with this office.



In testimony of which,

I have hereunto affixed the

Great Seal of the Commonwealth

on the date first above written.

William Francis Galvin

Secretary of the Commonwealth

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* This is not a tax clearance. Certificates certifying that all taxes due and payable by the corporation have been paid or provided for are issued by the Department of Revenue.