

EFFECTIVE
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**SECOND SUPPLEMENT
 TO THE
 AMENDED OPERATING AGREEMENT**

This Supplement to the Amended Operating Agreement entered into as of the ____ day of January, 2006, by and between the TAMPA PORT AUTHORITY, (the "Authority") a body politic and corporate of the State of Florida, acting on behalf of the Hillsborough County Port District, and TAMPA BAY INTERNATIONAL TERMINALS, INC., ("TBIT"), a Florida corporation not for profit.

WHEREAS, Authority and TBIT entered into an Operating Agreement on January 9, 1990, the terms of which are incorporated herein by reference; and

WHEREAS, Authority and TBIT amended the terms of the Operating Agreement to be effective October 1, 1995, by the execution of an Amended Operating Agreement, the terms of which are incorporated by reference; and

WHEREAS, Authority and TBIT amended the Amended Operating Agreement to be effective January 31, 2004, by execution of that certain Supplement to the Amended Operation Agreement, the terms of which are incorporated by reference; and

WHEREAS, Authority and TBIT desire to further amend the Amended Operating Agreement to allow TBIT to use the property described in Exhibit "A" attached hereto (the "CES Property") as a customs examination station.

NOW THEREFORE, in consideration of the premises the Authority and TBIT agree as follows:

1. The above recitations are true and correct and are incorporated into this Agreement by reference.
2. The Authority hereby authorizes TBIT to use the CES Property as a customs examination station.
3. TBIT shall account for and pay over to Authority all payments required by the Amended Operating Agreement in connection with the use of the CES Property.
4. TBIT shall carry all insurance coverage required by the Amended Operating Agreement for the use of the CES Property.
5. Any additional clarifications needed to define the responsibilities of TBIT and payments to the Authority after the effective date of this Second Supplement to the Amended Operating Agreement shall be made by Authority by written directive.

Executed by Tampa Bay International Terminals, Inc. on the 9th day of January 2006.

Witnesses:

Angela A. Candis
Print Name: Angela A. Candis

Jim Pyburn
Print Name: Jim PYBURN

**TAMPA BAY INTERNATIONAL
TERMINALS, INC.**, a Florida non-profit
corporation

By: [Signature]
President/CEO

Executed by the Tampa Port Authority on the 9th day of January 2006.

Witnesses:

Angela A. Candis
Print Name Angela A. Candis

Jim Pyburn
Print Name Jim PYBURN

TAMPA PORT AUTHORITY

By: [Signature]
Port Director