ARTICLE 3. PARTIES TO THE AGREEMENT

The Members of the Association (members) are:

BERNUTH LINES, LTD.
3201 N.W. 24th Street Road
Miami, Florida 33142
Nationality: Grand Cayman Island

CROWLEY AMERICAN TRANSPORT, INC
9487 Regency Square Blvd.
P.O. Box 2110
Jacksonville, FL 32203-2110
Nationality: Delaware

CARIBBEAN GENERAL MARITIME LTD.
d/b/a Carl-Freight Shipping
Dr. Monrose Bldg, Brazil Street, Box 288
Castries, St. Lucia
Nationality: St. Lucia

INTERLINE CONNECTION, NV
BP 680 Rue General de Gaulle
Marigot, St. Martin, 97150
French West Indies
Nationality: Puerto Rico

KENT LINE INTERNATIONAL LIMITED
P.O. Box 66, 300 Union Street
Saint John, New Brunswick
Canada, E2L 3X1
Nationality: Canada

KING OCEAN SERVICES, S.A.
7570 Northwest 14th Street
Miami, Florida 33126
Nationality: Panama

SEABOARD MARINE, LTD.
8050 NW 79 Avenue
Miami, Florida 33166
Nationality: Liberia

SEAFREIGHT LINE, LTD.
2800 NW 105 Avenue
Miami, Florida 33172
Nationality: Florida

TECMARINE LINES, INC.
9900 N.W. 25th Street
Miami, Florida 33172
Nationality: Florida

TROPICAL SHIPPING & CONSTRUCTION CO., LTD.
821 Avenue "E"
Riviera Beach, Florida 33404
Nationality: Bahamas

NPR, INC. d/b/a NAVIERAS
212 Fernwood Avenue
Edison, NJ 08837
Nationality: Delaware
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Miami, Florida 33142
Nationality: Grand Cayman Island

CROWLEY AMERICAN TRANSPORT, INC.
9487 Regency Square Blvd.
P.O. Box 2110
Jacksonville, FL 32203-2110
Nationality: Delaware

CARIBBEAN GENERAL MARITIME LTD.
d/b/a Cari-Freight Shipping
Dr. Monroe Bldg., Brazil Street, Box 288
Castries, St. Lucia
Nationality: St. Lucia

INTERLINE CONNECTION, NV
NR. 22- Le Village
BP 680 Rue General de Gaulle
Marigot, St. Martin, 97150
French West Indies
Nationality: Puerto Rico

CARI-FREIGHT SHIPPING CO., LTD.
3625 N.W. 82nd Avenue, Suite 204
Miami, Florida 33166
Nationality: Jamaica

COMPAGNIE GENERALE MARITIME
22 Quai Gallicien
92150 Suresnes, France
Nationality: France

KENT LINE INTERNATIONAL LIMITED
P.O. Box 66, 300 Union Street
Saint John, New Brunswick
Canada, E2L 3X1
Nationality: Canada

KING OCEAN SERVICES, S.A.
7570 Northwest 14th Street
Miami, Florida 33126
Nationality: Panama

SEABOARD MARINE, LTD.
3401-A N.W. 72nd Avenue
8050 NW 79 Avenue
Miami, Florida 33122 33166
Nationality: Liberia

SEAFREIGHT LINE, LTD.
7379-N.W. 31st Street
2800 NW 105 Avenue
Miami, Florida 33122 33172
Nationality: Florida

TECMARINE LINES, INC.
9900 N.W. 25th Street
Miami, Florida 33172
Nationality: Florida

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821 Avenue "E"
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212 Fernwood Avenue
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Nationality: Delaware
ARTICLE 8. VOTING PROCEDURES

Decisions reached under this Agreement shall be by mutual agreement of all members entitled to vote, it being fully understood that no member is required to adhere, other than voluntary, to any decision reached. A member of a voting Section as defined herein not providing an active service to an Island within that Section, will not be entitled to vote on any matter relating to that Island during the period of the member's nonservice. Any discussions between or among any two or more members of a voting Section in which they are entitled to vote, in which agreements are reached, shall be by mutual agreement of those members participating, it being fully understood that no member is required to adhere, other than voluntary, to any decision reached.

The Association voting section membership is:

**Section 1 (Leeward/Windward Islands & Trinidad to/from Continental United States)**
Bernuth Lines, Ltd.
Caribbean General Maritime Ltd. d/b/a Cari-Freight Shipping
Crowley American Transport, Inc.
Interline Connection, NV
Kent Line International Limited
King Ocean Services, S.A.
NPR, Inc. d/b/a Navieras
Seaboard Marine, Ltd.

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<td>Seafreight Line, Ltd.</td>
<td>Tecmarine Lines, Inc.</td>
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<td>Tropical Shipping &amp; Construction Co., Ltd.</td>
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**Section 2 (Leeward/Windward Islands & Trinidad to/from Puerto Rico)**
Caribbean General Maritime Ltd. d/b/a Cari-Freight Shipping
Crowley American Transport, Inc.
Interline Connection, NV
Kent Line International Limited
NPR, Inc. d/b/a Navieras
Tecmarine Lines, Inc.
Tropical Shipping & Construction Co., Ltd.

**Section 3 (Guyana and Suriname to/from Continental United States)**
Bernuth Lines, Ltd.
Caribbean General Maritime Ltd. d/b/a Cari-Freight Shipping
Kent Line International Limited
King Ocean Services, S.A.
Seafreight Line, Ltd.
Tecmarine Lines, Inc.
ARTICLE 8. VOTING PROCEDURES

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Section 1 (Leeward/Windward Islands & Trinidad to/from Continental United States)
Bernuth Lines, Ltd.
Cari Freight Shipping Co. Ltd.
Compagnie Generale Maritime Caribbean General Maritime Ltd. d/b/a Cari-Freight Shipping
Crowley American Transport, Inc.
Interline Connection, NV
Kent Line International Limited
King Ocean Services, S.A.
NPR, Inc. d/b/a Navieras
Seaboard Marine, Ltd.

Seafreight Line, Ltd.
Tecmarine Lines, Inc.
Tropical Shipping & Construction Co., Ltd.

Section 2 (Leeward/Windward Islands & Trinidad to/from Puerto Rico)
Compagnie Generale Maritime Caribbean General Maritime Ltd. d/b/a Cari-Freight Shipping
Crowley American Transport, Inc.
Interline Connection, NV
Kent Line International Limited
NPR, Inc. d/b/a Navieras
Tecmarine Lines, Inc.
Tropical Shipping & Construction Co., Ltd.

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Kent Line International Limited
King Ocean Services, S.A.
Seafreight Line, Ltd.
Tecmarine Lines, Inc.
CARIBBEAN SHIPOWNERS ASSOCIATION
FMC Agreement No. 202-010979

In witness Whereof, the member has caused this agreement to be executed below
by its duly authorized representative this 27th day of October, 1997.

KENT LINE INTERNATIONAL LIMITED

(Signature)

Please Print Name: DONALD HALL
Title: VP, GM.
IN WITNESS WHEREOF, the Members have executed these revisions to Article 3 and Article 5 as of the 27 Day of October 1997.

BERNUTH LINES, LTD.
By: Philip F. Busby
   Executive Director

CROWLEY AMERICAN TRANSPORT, INC.
By: Philip F. Busby
   Executive Director

CARIBBEAN GENERAL MARITIME LTD.
d/b/a CARI-FREIGHT SHIPPING
By: Philip F. Busby
   Executive Director

INTERLINE CONNECTION, NV
By: Philip F. Busby
   Executive Director

KING OCEAN SERVICES, S.A.
By: Philip F. Busby
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   Executive Director

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By: Philip F. Busby
   Executive Director

TROPICAL SHIPPING & CONSTRUCTION CO., LTD.
By: Philip F. Busby
   Executive Director

vlm/10.29.97