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SEBASTIAN ENTERPRISES, INC. VOLUNTARY EMPLOYEE BENEFIT ASSOCIATION
1501 EAST HALLANDALE BEACH BLVD STE 134
HALLANDALE, FL. 33009
954-938-9423

OCTOBER 30, 1996

Secretary of State
Division of Corporations
P.O. Box 6327
TALLAHASSEE, FL. 32314

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 DEC -5 PM 2:23

REF: APPLICATION FOR SEBASTIAN ENTERPRISES, INC. VOLUNTARY EMPLOYEE BENEFIT ASSOCIATION

Please find enclosed two notarized copies of the charter for SEBASTIAN ENTERPRISES, INC. VOLUNTARY EMPLOYEE BENEFIT ASSOCIATION

I am also enclosing a check payable to the secretary of state in the amount of 122.50 to cover the necessary filing fees.

Thank you for your anticipated prompt reply.

Very truly yours,

WAYNE KEIL
DIRECTOR

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-11/05/96--01028--013
****122.50 ****122.50

*I called Mr. Keil
he gave permission to
correct Art V & VI and
signature of RA + Enc
ST 12/4*

*W96-23649
ST
12/4*

SEBASTIAN ENTERPRISES, INC. VOLUNTARY EMPLOYEE BENEFIT ASSOCIATION
1501 EAST HALLANDALE BEACH BLVD STE. 134
HALLANDALE, FL. 33009
954-938-9423

NOVEMBER 27, 1996

SHARON TALA
Secretary of State
Division of Corporations
P.O.Box 6327
TALLAHASSEE, FL. 32314

REF: Letter Number 996A00051067

REF: APPLICATION FOR SEBASTIAN ENTERPRISES, INC. VOLUNTARY EMPLOYEE BENEFIT ASSOCIATION

In accordance with your instructions we have made the necessary corrections to our charter. We have corrected the spelling of "ENTERPRISES". In connection therewith please find enclosed two notarized copies of the charter for SEBASTIAN ENTERPRISES, INC. VOLUNTARY EMPLOYEE BENEFIT ASSOCIATION.

A copy of your comments are also attached, If there are any other changes you want us to make please telephone or fax me as time is of the essence for the formation of this company.

As you indicated in your letter fees have been paid to the Secretary of State in the amount of 122.50

Thank you for your anticipated prompt reply.

Very truly yours,

WAYNE KEIL
DIRECTOR



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

November 7, 1996

WAYNE KEIL
SEBASTIAN ENTERPRISES, INC.
1501 E. HALLANDALE BEACH BLVD., STE. 134
HALLANDALE, FL 33009

SUBJECT: SEBASTAIN ENTERPRISES, INC. VOLUNTARY EMPLOYEE
BENEFIT ASSOCIATION
Ref. Number: W96000023649

We have received your document for SEBASTAIN ENTERPRISES, INC. VOLUNTARY EMPLOYEE BENEFIT ASSOCIATION and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please check the spelling of "ENTERPRISES" in the corporate name. Please make corrections wherever necessary throughout the document.

Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the articles of incorporation. A statement making reference to the bylaws is acceptable.

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

You must list at least one incorporator with a complete business street address.

Please return 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 (904) 487-6924.

Sharon Tala
Document Specialist Supervisor

Letter Number: 996A00051067

ARTICLES OF INCORPORATION

OF

SEBASTIAN ENTERPRISES, INC VOLUNTARY EMPLOYEE BENEFIT ASSOCIATION

THE UNDERSIGNED SUBSCRIBERS TO THESE ARTICLES OF INCORPORATION EACH A NATURAL PERSON, COMPETENT TO CONTRACT, HEREBY ASSOCIATE THEMSELVES TOGETHER TO FORM A CORPORATION **NOT FOR PROFIT** UNDER THE LAWS OF THE STATE OF FLORIDA AND FURTHER DO AGREE TO THE FOLLOWING CONDITIONS OF SAID CORPORATION.

ARTICLE I : NAME

THE NAME OF THIS CORPORATION IS:

SEBASTIAN ENTERPRISES, INC VOLUNTARY EMPLOYEE BENEFIT ASSOCIATION

ARTICLE II: PURPOSE

THIS CORPORATION IS ORGANIZED FOR THE FOLLOWING PURPOSES: TO MAINTAIN, OPERATE, AND CONTROL A VOLUNTARY EMPLOYEE BENEFIT ASSOCIATION UNDER SECTION 501 (C) (9) OF THE INTERNAL REVENUE CODE, TO ENGAGE IN ANY RELATED ACTIVITY OR SERVICE THAT IS LEGAL ACCORDING TO THE LAWS OF THE UNITED STATES OF AMERICA, TO OBTAIN LICENSES FROM THE UNITED STATES OF AMERICA, AND TO ENTER INTO ALL REAL AND PERSONAL PROPERTY WHICH MAY BE NECESSARY, ADVANTAGEOUS, OR PROPER IN THE CONDUCT OF ITS ACTIVITIES, AND FOR THE PURPOSE OF TRANSACTING ANY AND ALL LAWFUL ACTIVITIES.

ARTICLE III: FUNCTIONS

SEBASTIAN ENTERPRISES, INC VOLUNTARY EMPLOYEE BENEFIT ASSOCIATION IS NOT ORGANIZED FOR PECUNIARY GAIN OR PROFIT, NOR SHALL IT HAVE ANY POWER TO ISSUE CERTIFICATES OF STOCK OR DECLARE DIVIDENDS, AND NO PART OF ITS NET EARNINGS SHALL INURE TO THE BENEFIT OF ANY MEMBERS, DIRECTORS, TRUSTEES OR INDIVIDUALS, EXCEPT THAT **SEBASTIAN ENTERPRISES, INC VOLUNTARY EMPLOYEE BENEFIT ASSOCIATION** SHALL BE AUTHORIZED AND EMPOWERED TO PAY AND TO BE PAID A REASONABLE COMPENSATION FOR SERVICES RENDERED AND TO MAKE PAYMENTS AND DISTRIBUTIONS IN FURTHERANCE OF THE PURPOSES SET FORTH IN ARTICLE II HEREOF. NO SUBSTANTIAL PART OF THE ACTIVITIES OF **SEBASTIAN ENTERPRISES, INC VOLUNTARY EMPLOYEE BENEFIT ASSOCIATION** SHALL BE THE CARRYING OF PROPAGANDA OR OTHERWISE ATTEMPTING TO INFLUENCE LEGISLATION, AND **SEBASTIAN ENTERPRISES, INC VOLUNTARY EMPLOYEE BENEFIT ASSOCIATION** SHALL NOT PARTICIPATE IN OR INTERVENE IN (INCLUDING THE PUBLISHING OR DISTRIBUTION OF STATEMENTS) A POLITICAL CAMPAIGN. NOTWITHSTANDING ANY OTHER PROVISIONS OF THESE ARTICLES, **SEBASTIAN ENTERPRISES, INC VOLUNTARY EMPLOYEE BENEFIT ASSOCIATION** SHALL NOT CARRY ON ANY OTHER ACTIVITIES NOT PERMITTED TO BE CARRIED ON BY:

A. A CORPORATION EXEMPT FROM FEDERAL INCOME TAX UNDER SECTION 501 (C) (3) OF THE INTERNAL REVENUE CODE OF 1954 OR ANY SUPERCEDING STATUTE THEREOF.

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DIRECTOR
CLERK

B. IN THE EVENT OF THE DISSOLUTION OF THIS CORPORATION, OR IN THE EVENT IT SHALL CEASE TO CARRY OUT THE OBJECTS AND PURPOSES HEREIN SET FORTH, ALL OF THE BUSINESS, PROPERTY AND ASSETS OF THE CORPORATION SHALL GO AND BE DISTRIBUTED TO SUCH NON-PROFIT CORPORATION QUALIFYING AS AN ORGANIZATION EXEMPT UNDER THE PROVISIONS OF SECTION 501 (C) (3) OF THE INTERNAL REVENUE CODE OF 1954, AS AMENDED, OR ANY SUPERSEDING STATUTE THEREOF, AND AS AN ORGANIZATION QUALIFYING AS A PUBLIC CHARITY UNDER THE PROVISIONS OF SECTION 509 (A) (1) OR 509 (A) (2) OF THE INTERNAL REVENUE CODE OF 1954, AS AMENDED, OR ANY SUPERSEDING STATUTE. AS THE DIRECTORS OR TRUSTEES OF THE CORPORATION MAY SELECT AND DESIGNATE, AND IN NO EVENT SHALL ANY OF SAID ASSETS OR PROPERTY, IN THE EVENT OF DISSOLUTION THEREOF, GO OR BE DISTRIBUTED TO MEMBERS, EITHER FOR THE REIMBURSEMENT OF ANY SUM SUBSCRIBED, DONATED OR CONTRIBUTED BY SUCH MEMBERS, OR FOR ANY OTHER SUCH PURPOSE. ANY SUCH ASSETS NOT SO DISPOSED OF SHALL BE DISPOSED OF BY THE DISTRICT COURT OF THE COUNTY IN WHICH THE PRINCIPAL OFFICE OF THE CORPORATION IS LOCATED, EXCLUSIVELY FOR SUCH PURPOSES, OR THE ORGANIZATIONS AS SAID COURT SHALL DETERMINE, WHICH ARE ORGANIZED AND OPERATED EXCLUSIVELY FOR SUCH PURPOSES..

ARTICLE IV: TERM OF EXISTENCE

THIS CORPORATION SHALL HAVE PERPETUAL EXISTENCE UNLESS DISSOLVED BY ACTION OF LAW.

ARTICLE V: INITIAL REGISTERED OFFICE/ PRINCIPAL OFFICE AND AGENT

THE STREET ADDRESS OF THE INITIAL REGISTERED OFFICE OF THIS CORPORATION IS 1501 EAST HALLANDALE BEACH BOULEVARD, STE. 134 HALLANDALE, FL. 33009 AND THE NAME OF THE INITIAL REGISTERED AGENT OF THIS CORPORATION AT THAT ADDRESS IS WAYNE KEIL. THE PRINCIPAL OFFICE ADDRESS SHALL BE THE SAME.

ARTICLE VI: DIRECTORS

THIS CORPORATION SHALL HAVE NOT LESS THAN THREE (3) DIRECTORS INITIALLY. THE NUMBER OF DIRECTORS MAY BE INCREASED FROM TIME TO TIME AS THE DIRECTORS DESIRE, IN ACCORDANCE WITH THE BY-LAWS HEREOF. THE MANNER OF ELECTION OF THE DIRECTORS SHALL BE AS PROVIDED IN THE BYLAWS.

ARTICLE VII: INITIAL DIRECTORS

THE NAME AND POST OFFICE ADDRESS OF THE FIRST BOARD OF DIRECTORS OF THIS CORPORATION IS AS FOLLOWS:

NAME	ADDRESS
WAYNE KEIL DIRECTOR	1501 EAST HALLANDALE BEACH BLVD STE. 134 HALLANDALE, FL. 33009
STACY GREENBERG DIRECTOR	1501 EAST HALLANDALE BEACH BLVD STE. 134 HALLANDALE, FL. 33009
ARLENE KEIL DIRECTOR	1501 EAST HALLANDALE BEACH BLVD. STE 134 HALLANDALE, FL. 33009

ARTICLE VIII: INDEMNIFICATION

THE CORPORATION SHALL INDEMNIFY ANY TRUSTEE OR DIRECTOR, OR ANY FORMER TRUSTEE OR DIRECTOR, TO THE FULL EXTENT PERMITTED BY LAW.

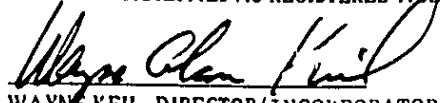
ARTICLE IX: AMENDMENT

THIS CORPORATION RESERVES THE RIGHT TO AMEND OR REPEAL ANY PROVISIONS CONTAINED IN THESE ARTICLES OF INCORPORATION OR ANY AMENDMENT HERETO, AND ANY RIGHT CONFERRED UPON THE DIRECTORS SUBJECT TO THIS RESERVATION.

IN WITNESS WHEREOF, I HAVE HEREUNTO SET MY HAND AND SEAL

THIS 1 DAY OF November, 19 96 I HEREBY AM FAMILIAR

WITH AND ACCEPT THE DUTIES AND RESPONSIBILITIES AS REGISTERED AGENT FOR SAID CORPORATION

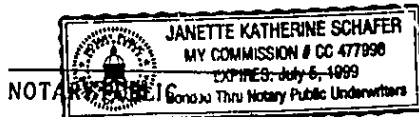

WAYNE KEIL, DIRECTOR/INCORPORATOR
REGISTERED AGENT

STATE OF FLORIDA

COUNTY OF Broward

THE FOREGOING INSTRUMENT WAS ACKNOWLEDGED BEFORE ME

THIS 1 DAY OF November, 19 96, BY WAYNE KEIL





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