

CAPITAL CONNECTION, INC.

17 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
907-84-8870 • 1-800-342-8062 • Fax (850) 222-1222

PO0000098666

SEME' International
Consortium ~~International~~
Incorporated

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- Art of Inc. File _____
- _____ LTD Partnership File _____
- _____ Foreign Corp. File _____
- _____ L.C. File _____ 10/16/00
- _____ Fictitious Name File _____
- _____ Trade/Service Mark _____
- _____ Merger File _____
- _____ Art. of Amend. File _____
- _____ RA Resignation _____
- _____ Dissolution / Withdrawal _____
- _____ Annual Report / Reinstatement _____
- Cert. Copy _____
- _____ Photo Copy _____
- _____ Certificate of Good Standing _____
- _____ Certificate of Status _____
- _____ Certificate of Fictitious Name _____
- _____ Corp Record Search _____
- _____ Officer Search _____
- _____ Fictitious Search _____
- _____ Fictitious Owner Search _____
- _____ Vehicle Search _____
- _____ Driving Record _____
- _____ UCC 1 or 3 File _____
- _____ UCC 11 Search _____
- _____ UCC 11 Retrieval _____
- _____ Courier _____

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 00 OCT 17 AM 10:34
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA
 DIVISION OF CORPORATIONS
 TALLAHASSEE, FLORIDA

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Signature _____

Requested by: LB 10/14/00 9:15
 Name Date Time

Walk-In _____ Will Pick Up _____

OCT 19 2000

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

October 17, 2000

CAPITAL CONNECTION, INC.
417 E VIRGINIA ST, STE 1
TALLAHASSEE, FL 32302

SUBJECT: SEME INTERNATIONAL CONSORTIUM INCORPORATED
Ref. Number: W00000025025

We have received your document for SEME INTERNATIONAL CONSORTIUM INCORPORATED and your check(s) totaling \$80.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must state the number of shares of authorized stock.

The effective date is not acceptable since it is not within five working days of the date of receipt.

In article VIII we need the titles of the officers.

Please return the original and one copy of 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 (850) 487-6927.

Tracy Smith
Document Specialist

Letter Number: 800A00054430

Corrected

RECEIVED
00 OCT 19 AM 11:09
DIVISION OF CORPORATION

Florida Department of State
Florida Business Corporation Act

ARTICLES OF INCORPORATION

10/16/00

The Undersigned incorporator for the purpose of forming a Corporation under the Florida Business Corporate Act, hereby adopts the following articles of incorporation:

Pursuant to Section 607.0202, Florida Statutes, the Articles of Incorporation must set forth the following:

ARTICLE I.

NAME OF CORPORATION

Pursuant to Section 607.0401, Florida Statutes, the Corporate name shall be:

SEMÉ International Consortium Incorporated

ARTICLE II.

THE PRINCIPAL PLACE OF BUSINESS OF THIS CORPORATION SHALL BE:

Metropolitan Region of Tampa Bay of the State of Florida

8801 Hunters Lake Drive #836
Tampa Palms, Florida, 33647.

SECRETARY OF STATE
TALLAHASSEE FLORIDA
00 OCT 19 PM 1:30
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ARTICLE III.

SHARES AND SHAREHOLDERS

A. The classes and any maximum number of shares that the Corporation is authorized to issue pursuant to *Section 607.0601, Florida Statutes*:

1. Multiple Classes of Shares

a. Class A

- (1) "The Corporation is authorized to issue an unlimited number of Class A without nominal or par value. One(1) share has been issued to each of the board members totaling five(5) shares of authorized stock of this Corporation.
- (2) The Class A shares shall be entitled:
 - (a) to vote at all meetings of shareholders except meetings at which the holders of a specified class of shares are entitled to vote; and
 - (b) to receive such dividend as the directors in their discretion shall declare.
 - (c) Upon liquidation or dissolution, the holders of Class A shall receive sixty per cent (60%) of the remaining property of the Corporation."

b. Class B

- (1) "The Corporation is authorized to issue an unlimited number of Class B shares.
- (2) Subject to the provisions of the *Section 607.0601 and Section 607.0602, Florida Statutes*, the Class B shares shall be non-voting.
- (3) Upon liquidation or dissolution, the holders of Class B shall receive forty per cent (40%) of the remaining property of the Corporation."

2. Share Conditions

a. Shares in Series:

"The directors may authorize the issue of one or more series of shares within each classes of shares, and may fix the number of shares in each series, and determine the designation, rights, privileges, restrictions and conditions attaching to the shares of each series."

b. Redemption of Shares

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"The said Class X shares or any part thereof shall be redeemable at the option of the Corporation without the consent of the holders thereof at a price equal to the amount paid per share plus any declared and unpaid dividends."

c. Voting Rights on Fractional Shares

"A holder of a fractional share shall be entitled to exercise voting rights and to receive dividends in respect of said fractional shares."

d. Pre-Emptive Rights

"It is hereby provided that no share of a class of shares shall be issued unless the shares have first been offered to the shareholders holding shares of that class, and those shareholders have a Pre-Emptive right to acquire the offered shares in proportion to their holdings of the shares of that Class, at such price and on such terms as those shares are to be offered to the others."

B. Restrictions, if any, on share transfers pursuant to *Section 607.0627, Florida Statutes*:

1. "No shares of the capital of the Corporation shall be transferred **without both**;

- a. The sanction of at least seventy per cent (70%) of the directors of the Corporation evidenced by resolution of the board; and
- b. The sanction of the majority of the shareholders of the Corporation.
- c. All approved transfers shall be noted in the books of the Corporation."

2. "The Corporation shall **not** make a distribution to the public of any of its securities."

3. "The number of shareholders is limited to fifty (50) not including persons who are in the employment of the Corporation and persons, who, having been formerly in the employment of the Corporation, were, while in that employment, and have continued after the termination of that employment, to be shareholders of the Corporation, two (2) or more persons holding one or more shares jointly being counted as a single shareholder."

ARTICLE IV.

DIRECTORS AND THEIR POWERS

A. Number (or minimum and maximum number) of directors pursuant to *Section 607.0803, Florida Statutes*:

"A variable **odd** number of directors from a minimum of three (3) and a maximum of nine (9)."

B. Directors Having to be Shareholders

"No person otherwise qualified shall be elected or appointed as a director unless such person beneficially owns at least one (1) share issued by the Corporation."

C. Restrictions, if any, on business the Corporation may carry

"None."

D. Directors Powers and Other Provisions

1. Directors' Borrowing Powers and Delegation Thereof Pursuant to *Section 607.0833, Florida Statutes*:

- a. "If authorized by-law which is duly made by the directors and confirmed by ordinary resolution, the directors of the Corporation may from time to time:
- (1) borrow money upon the credit of the Corporation;
 - (2) issue, reissue, sell or pledge debt obligations of the Corporation; and
 - (3) mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Corporation, owned or subsequently acquired to secure any debt obligation of the Corporation.

Any such by-law may provide for the delegation of such powers by the directors to such officers or directors of the Corporation to such extent and in such manner as may be set out in the by-law.

Nothing herein limits or restricts the borrowing of money by the Corporation on bills of exchange or promissory notes made, drawn, accepted or endorsed by or on behalf of the Corporation."

2. Increase in Majority vote by Shareholders

"In order to effect any resolution (ordinary and/or special other than a resolution to remove a director) passed at a meeting of shareholders, a majority of not less than seventy per cent (70%) of the votes cast by the shareholders who voted in respect of that resolution shall be required."

3. Shareholders Filing Vacancy in Board of Directors

"Any vacancy among the directors shall be filled by a vote of the shareholders."

4. Directors' Quorum

- a. The quorum for any meeting of the Board of Directors shall be at least sixty per cent (60%) of the directors of the Corporation.
- b. In anticipation of or during any emergency defined in *Section 607.0303, subsection (5), Florida Statutes*, the quorum for an emergency meeting of the Board of Directors shall be at least three directors of the Corporation.
 - (1) One or more directors of the Corporation present at the meeting of the Board of Directors may be deemed to be directors for the meeting, in order of rank and within the same rank in order of seniority, as necessary to achieve a quorum.
 - (2) Corporate action taken in good faith during an emergency under this section to further the ordinary business affairs of the Corporation:
 - i) Binds the Corporation
 - ii) May not be used to impose liability on a Corporate director.
 - (3) No director acting in accordance with any emergency bylaws shall be liable except for wilful misconduct.
 - (4) To the extent not inconsistent with any emergency bylaws so adopted, the bylaws of the Corporation shall remain in effect during any emergency, and upon termination of the emergency, the emergency bylaws will cease to be operative.

5. Foreign Version of the Corporate Name for use outside the State of Florida

"It is hereby provided that the Corporation may use and may be equally designated by the following from outside the state of Florida:

- a. "SEMÉ INTERNATIONAL CONSORTIUM INCORPORATED" in Anglophone countries.
- b. "SEMÉ INTERNATIONAL CONSORTIUM INCORPORÉE" in Francophone countries.
- c. "SEMÉ INTERNACIONAL CONSORTIUM INCORPORADO" in Hispanic countries.

6. Provision for Trust Deeds for purposes of the Florida Business Corporations Act.

"The Corporation, through its directors, may, as it deems expedient and notwithstanding the provisions of the **Florida Business Corporations Act**, hypothecate, mortgage or pledge any real or personal property, currently owned or subsequently acquired, of the Corporation, to secure the payment of such debentures and other securities, or to provide only a part of these guarantees for the said purposes; and it may constitute the aforesaid hypothec, mortgage or pledge by trust deed, pursuant to **Chapter 607, Florida Statutes**, or in any other manner.

The Corporation may also hypothecate or mortgage the real property, or pledge or otherwise charge in any manner the personal property of the Corporation, or provide these various "kinds of guarantee, to secure the payment of loans made otherwise than by the issue of debentures, as well as the payment or performance of the other debts, contracts and undertakings of the Corporation."

ARTICLE V.

INCORPORATOR

The undersigned incorporator has executed these Articles of Incorporation this 5th day of October, 2000.

Name	Address	Signature
Cheguevara-S. Semé	8801 Hunters Lake Drive #836 Tampa Palms, Florida, U.S.A. 33647	FZAL

ARTICLE VI.

EFFECTIVE DATE

Pursuant to Section 607.0123, Florida Statutes, a delayed effective date may be specified but may not be later than 90th day after the date on which it is filed. Pursuant to Section 607.0203, Florida Statutes, an effective date may also be within five (5) business days prior to the date of filing. An effective date must be specified in the Articles or the date of receipt will be the file date.

The effective date of this Corporation is October 16, 2000

ARTICLE VII.

**NOTICE OF REGISTERED OFFICE
AND REGISTERED AGENT**

Pursuant to Section 607.0501, Florida Statutes, the Corporation shall have and continuously maintain in this State:

A. Name of Corporation

SEMÉ International Consortium Incorporated

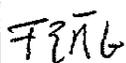
B. Place in the State of Florida where the Registered Office is situated

Metropolitan Region of Tampa Bay of the State of Florida

I. The address of the initial registered agent is:

8801 Hunters Lake Drive #836
Tampa Palms, Florida, U.S.A.
33647

C. The initial registered Agent at this office

Date	Signature	Name	Title
October 5, 2000		Cheguevara-S. Semé	President - CEO

ARTICLE VIII.

NOTICE OF DIRECTORS

The Directors of this Corporation now are:

Name	Address	Occupation/Title
Cheguevara-S. Semé	8801 Hunters Lake Drive # 836 Tampa Palms, Florida, USA. 33647	International Business President
Julbert J. Semé	403 N.W. 100th Street Miami, Florida, USA. 33150	Instructor Vice-President
Cléante Semé	5107 Durantaye St-Léonard, Québec, Canada. H1R 1Y8	Nutritionist/ Dietitian Treasurer
Jean L. Pierre Semé	54 Templeson Crescent NE Calgary, Alberta, Canada. T1Y 5L8	Building & Construction/ Maintenance & Repairs Vice-President
Germina Semé	709 West Frances Avenue Tampa, Florida, USA. 33602	General Merchant Secretary
Date	Signature	Title - Titre
October 5, 2000	<i>FSM</i>	President

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT / OFFICE**

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:

The name of Corporation is:

SEMÉ International Consortium Incorporated

Name	Address	Occupation
Cheguevara-S. Semé	8801 Hunters Lake Drive #836 Tampa Palms, Florida, USA. 33647	International Business

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.

Date	Signature	Title
October 6, 2000	<i>FILE</i>	President
7530-21-936-1388 (01-93) 46		Filed October 6, 2000.

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TALLAHASSEE FLORIDA