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May 23, 2002

JOHN E. MOORE, III*
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*ALSO ADMITTED IN
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Secretary of State
State of Florida
Division of Corporations
Florida Department of State
409 East Gaines Street
Tallahassee, FL 32399

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-05/29/02--01045-001
*****70.00 *****70.00

RE: Sebastian-Brazil Venture Group, Inc.

Dear Sir/Madam:

In regard to the above, please find enclosed the Articles of Incorporation for filing with the Secretary of State's Office.

This firm's check in the amount of \$70.00 is also enclosed to cover your filing fee and the Registered Agent fee.

Thank you for your assistance and for returning your Certificate of Filing to this office in the enclosed, pre-prepared envelope.

Sincerely,

J. Atwood Taylor, III

JAT:sms\F:\Taylor\Sherri\Corporations\SecState-Inc.L.doc

Encs.

CC: Mr. Joseph J. Hatmaker, w/encs.

FILED
02 MAY 29 AM 9:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
SEBASTIAN-BRAZIL VENTURE GROUP, INC.

FILED
02 MAY 29 AM 9:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be as follows:

SEBASTIAN-BRAZIL VENTURE GROUP, INC.

The principal place of business of this corporation shall be 333 - 17th Street, Suite 2-T, Vero Beach, Florida 32960, and the mailing address shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation shall be formed for the specific purpose of facilitating sales of products between the United States of America and Brazil and may engage or transact in any and all lawful activities or business permitted under the laws of the United States; of the State of Florida; or of any other state, country, territory, or principality.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is one thousand (1,000) shares of common stock having One and No/100 (\$1.00) Dollar par value per share.

The holders of the common shares shall be entitled to:

- (a) vote at all meetings of shareholders;
- (b) receive dividends as and when declared by the Board of Directors of the corporation; and
- (c) receive the remaining property of the corporation upon dissolution, liquidation, or winding-up of the corporation.

The transfer of shares of the corporation shall be restricted in that no shareholder shall be entitled to transfer any share or shares without either:

- (a) the previous sanction of the holders of a majority of the shares of the corporation outstanding at the time of such transfer given by a resolution passed at a meeting of the holders of such shares or by an instrument or instruments in writing signed by the holder or holders of a majority of such shares; or
- (b) the previous sanction of the Board of Directors of the corporation by a resolution passed at a meeting of the Board of Directors or by an instrument or instruments in writing signed by all of the members of the Board of Directors in lieu of a meeting.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall be, and the name of the initial registered agent of the corporation at that address is **JOSEPH J. HATMAKER**, 333 - 17th Street, Suite 2-T, Vero Beach, Florida 32960.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. PREEMPTIVE RIGHTS

The corporation elects to have preemptive rights.

ARTICLE VII. SPECIAL PROVISION

This corporation shall be organized, if the shareholder so elects and if the corporation qualifies, to comply with the provisions of Subchapter S of the Internal Revenue Code, 26 U.S.C. §1361 et seq., and shall take any and all actions necessary to obtain and maintain its status as an S corporation, as defined and as set forth herein.

ARTICLE VIII. OFFICERS AND DIRECTORS

This corporation shall have four (4) officers and four (4) directors, initially. The names and street addresses of the initial officers and directors who shall hold office for the first (1st) year of the corporation, or until successors are elected or appointed, are as follows:

JOSEPH J. HATMAKER - Director/President;
CARLO MARQUES - Director/First Vice President;
ELENIZE MARQUES - Director/Second Vice President;
DELORIS C. HATMAKER - Director/Secretary/Treasurer.

No amendment to these articles shall be required in the event the shareholders wish to increase or decrease the number of directors. However, the number may never exceed seven (7) directors.

ARTICLE IX. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation are as follows:

ROSSWAY MOORE & TAYLOR
The Oak Point Professional Center
5070 N. Highway A-1-A, Suite 200
Vero Beach, Florida 32963.

FILED
MAY 29 AM 9:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this 23rd day of May, 2002.

ROSSWAY MOORE & TAYLOR

By:


J. ATWOOD TAYLOR, III

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION**

JOSEPH J. HATMAKER, whose address is as follows: 333 - 17th Street, Suite 2-T, Vero Beach, Florida 32960, which is the same address as set forth in Article IV hereof, having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, *Florida Statutes*.


JOSEPH J. HATMAKER

Date: May 23, 2002