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TALLAHASSEE, FLORIDA

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CB 31106

LYKES M. BOYKIN

**212 Coral Cay Terrace - Ballen Isles
Palm Beach Gardens, FL 33418**

TEL - 561 630-4402

FAX 561 630-5078

March 12, 2006

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Certificate of Incorporation of
SEBT Holdings, Inc.


Dear Sir:

I am enclosing herewith documents as follows:

- 1) Original and one copy of the Certificate of Incorporation of SEBT Holdings, Inc.
- 2) Designation of Registered Agent/Registered Office.
- 3) Check in the amount of \$78.75 to cover the filing fee and a certified copy of the Certificate when filed.

It would be appreciated if the Certificate could be admitted to record as a new Florida corporation, and the certified copy sent to me. If anything further is needed please let me know.

Sincerely yours,


Lykes M. Boykin

CERTIFICATE OF INCORPORATION
OF
SEBT HOLDINGS, INC.

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TALLAHASSEE, FLORIDA

1. Name.

The name of the Corporation is SEBT HOLDINGS, INC.

2. Principal Office and Registered Agent.

Its registered office in the State of Florida is 212 Coral Cay Terrace, Palm Beach Gardens, Florida 33418 in the County of Palm Beach, Florida. The name of its Registered Agent at such address is Lykes M. Boykin.

3. Purposes.

The nature of the business or purposes to be conducted or promoted is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Florida.

4. Capital Stock.

The total number of shares of capital stock that the Corporation shall have authority to issue is One Thousand (1,0000) Shares, all of which are to be common stock with One (\$1) Dollar par value.

5. Incorporator.

The name and mailing address of the Incorporator is : Lykes M. Boykin, 212 Coral Cay Terrace, Palm Beach Gardens, FL 33418.

6. Existence.

The Corporation is to have perpetual existence.

7. Liability of Stockholders.

The private property of the stockholders shall not be subject to the payment of corporate debts.

8. Management.

Subject to the provisions of the laws of the State of Florida, the following provisions are adopted for the management of the business and for the conduct of the affairs of the Corporation and for defining, limiting, and regulating the powers of the Corporation, the directors and the stockholders:

- (a) The books of the Corporation may be kept outside of the State of Florida at such place or places as may from time to time be designated by the Board of Directors.
- (b) The business of the Corporation shall be managed by its Board of Directors; and the Board of Directors shall have power to exercise all the powers of the Corporation, including (but without limiting the generality hereof) the power to create mortgages upon the whole or any part of the property of the Corporation, real or personal, without any action of or by the stockholders, except as otherwise provided by statute or by the Bylaws.
- (c) Any increase in the number of directors shall be deemed to create a vacancy or vacancies in the Board of Directors, to be filled in the manner provided in the Bylaws. Any director or any officer elected or appointed by the stockholders or by the Board of Directors may be removed at any time, in such manner as shall be provided in the Bylaws.
- (d) The Board of Directors shall have the power to make and alter Bylaws, subject to such restrictions upon the exercise of such power as may be imposed by the stockholders in any Bylaws adopted by them from time to time.
- (e) The Board of Directors shall have the power, in its discretion, to fix determine and vary, from time to time, the amount to be retained as surplus and the amount or amounts to be set apart out of any of the funds of the Corporation available for dividends as working capital or a reserve or reserves for any proper purpose, and to abolish any such

reserve in the manner in which it was created.

(f) The Board of Directors shall have the power, in its discretion, from to time, to determine whether and to what extent and at what times and places and under what conditions and regulations the books and accounts of the Corporation, or any of them, other than the stock ledger, shall be open to the inspection of stockholders; and no stockholder shall any right to inspect any account or book or document of the Corporation, except as conferred by law or authorized by resolution of the directors or of the stockholders.

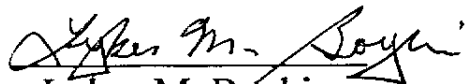
(g) Upon any sale, exchange or other disposal of the property and/or assets of the Corporation, payment therefor may be made either to the Corporation or directly to the stockholders in proportion to their interests, upon the surrender of their respective stock certificates, or otherwise, as the Board of Directors may determine.

(h) In case the Corporation shall enter into any contract or transact any business with one or more of its directors, or with any firm of which any director is a member, or with any corporation or association of which any director is a stockholder, director or officer, such contract or transaction shall not be invalidated or in any way affected by the fact that such director has or may have an interest therein which is or might be adverse to the interests of the Corporation, even though the vote of such director might have been necessary to obligate the Corporation upon such contract or obligation; provided that the fact of such interest shall have been disclosed to the other directors or stockholders of the Corporation, as the case may be acting upon or with reference to such contract or transaction .

(i) The Corporation reserves the right to amend, alter, change, or repeal, or any provision contained in this Certificate of Incorporation in the manner now or hereafter prescribed by statute; and all rights herein conferred are granted subject to this reservation.

I, THE UNDERSIGNED, the Incorporator hereinbefore named, for the purpose of forming a corporation pursuant to the General Corporation

Law of the State of Florida, do make this Certificate, hereby declaring and certifying that this is my act and deed and the facts herein stated are true, and accordingly have herein hereunto set my hand this 13th day of March, 2006.


Lykes M. Boykin

State of Florida)
)
County of Palm Beach)

BE IT REMEMBERED that on this 13 day of March, 2006 personally came before me, a Notary Public for the State of Florida, personally known to be the same person who executed the foregoing Certificate, and acknowledged that said person signed as the person's free act and deed the foregoing document and declared that the statements therein contained are true to the person's best knowledge and belief.

IN WITNESS WHEREOF, I have set my hand and seal the day and year above written.


Notary Public

My Commission expires:



CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

CORPORATION:
SEBT HOLDINGS, INC.

MARCH 12, 2006

REGISTERED AGENT:
LYKES M. BOYKIN
212 CORAL CAY TERRACE
PALM BEACH GARDENS, FL 33418

I AGREE TO ACT AS REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS FOR THE CORPORATION NAMED ABOVE AT THE PLACE DESIGNATED IN THIS CERTIFICATE. I AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF THE REGISTERED AGENT DUTIES. I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF THE REGISTERED AGENT POSITION.


LYKES M. BOYKIN

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