

To: The Florida Dept. of State  
Subject: 000650.109420

From: Ashley Smith

Tuesday, August 25, 2009 12:34 PM Page: 1 of 8

Division of Corporations

https://efile.sumbiz.org/scripts/efilcovr.exe

**P09000043556**

Florida Department of State  
Division of Corporations  
Public Access System

Electronic Filing Cover Sheet

**Note: Please print this page and use it as a cover sheet.** Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H09000188257 3)))



H090001882573ABC7

**Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page.** Doing so will generate another cover sheet.

To: Division of Corporations  
Fax Number : (850) 617-6380

From: Account Name : CORPDIRECT AGENTS, INC.  
Account Number : 110450000714  
Phone : (850) 222-1173  
Fax Number : (850) 224-1640

09 AUG 25 PM 3:38  
**FILED**  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

000650.109420

**COR AMND/RESTATE/CORRECT OR O/D RESIGN**

**SEBAICMET INCORPORATED**

Certificate of Status	0
Certified Copy	1
Page Count	08
Estimated Charge	\$43.75

RECEIVED  
2009 AUG 25 AM 8:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Electronic Filing Menu

Corporate Filing Menu

Help

*Amended*  
*08/25/09*  
*Dr Restated Art*

H09000188257 3

09 AUG 25 PM 3:38  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
SEBAICMET INCORPORATED**

**ARTICLE I - NAME**

The name of the company is SebaiCMET Incorporated (hereinafter called the "Company").

**ARTICLE II - MAILING ADDRESS**

The current mailing address of the principal place of business of the Company is 2146 Victory Garden Lane, Tallahassee, Florida 32301.

**ARTICLE III - REGISTERED AGENT**

The street address of the Company's registered office is 2146 Victory Garden Lane, Tallahassee, Florida 32301. The name of the Company's registered agent at that address is Danielle K. Montes.

**ARTICLE IV - PURPOSE**

The purpose of the Company is to engage in any lawful act or activity for which corporations may be organized under the laws of the State of Florida and the Company shall have all of the powers conferred upon corporations organized under the laws of the State of Florida to carry out such purpose.

**ARTICLE V - CAPITAL STOCK**

The aggregate number of shares of all classes of capital stock which the Company shall have the authority to issue is 125,000,000, consisting of (i) 100,000,000 shares of common stock, par value \$.001 per share (the "Common Stock"); and (ii) 25,000,000 shares of Preferred Stock, par value \$.001 per share (the "Preferred Stock").

**A. Provisions Relating to the Common Stock**

1. **Voting Rights.** Except as otherwise required by law or as may be provided by the resolutions of the Board of Directors authorizing the issuance of any class or series of the Preferred Stock, as herein provided, all rights to vote and all voting power shall be vested exclusively in the holders of the Common Stock with each share of Common Stock entitled to one vote.

2. **Dividends.** Subject to the rights of the holders of the Preferred Stock, the holders of the Common Stock shall be entitled to receive when, as and if declared by the Board of Directors, out of funds legally available therefor, dividends and other distributions payable in

H09000188257 3

SM0001

H09000188257 3

cash, property, stock (including shares of any class or series of the Company, whether or not shares of such class or series are already outstanding) or otherwise.

3. Liquidating Distributions. Upon any liquidation, dissolution or winding-up of the Company, whether voluntary or involuntary, and after the holders of the Preferred Stock shall have been paid in full the amounts to which they shall be entitled, if any, or a sum sufficient for such payment in full shall have been set aside, the remaining net assets of the Company, if any, shall be distributed pro rata to the holders of Common Stock in accordance with their respective rights and rests to the exclusion of the holders of Preferred Stock.

B. Provisions Relating to Preferred Stock

1. General. The Preferred Stock may be issued from time to time, in one or more classes or series, the shares of each class or series to have such designations powers, preferences and rights, and qualifications, limitations and restrictions thereof as are stated and expressed herein and in the resolution or resolutions providing for the issuance of such class or series adopted by the Board of Directors as hereinafter prescribed.

2. Preferences. Subject to the rights of the holders of the Company's Common Stock, authority is hereby expressly granted to and vested in the Board of Directors to authorize the issuance of the Preferred Stock from time to time, in one or more classes or series, to determine and take necessary proceedings fully to effect the issuance, conversion and redemption of any such Preferred Stock, and, with respect to each class or series of Preferred Stock, to fix and state by the resolution or resolutions from time to time adopted providing for the issuance thereof the following:

(a) whether or not the class or series is to have voting rights, special or conditional, full or limited, or is to be without voting rights;

(b) the number of shares to constitute the class or series and the designations thereof;

(c) the preferences and relative, participating, optional or other special rights, if any, and the qualifications, limitations or restrictions thereof, if any, with respect to any class or series;

(d) whether or not the shares of any class or series shall be redeemable and if redeemable the redemption price or prices, and the time or times at which and the terms and conditions upon which, such shares shall be redeemable and the manner of redemption;

(e) whether or not the shares of a class or series shall be subject to the operation of retirement or sinking funds to be applied to the purchase or redemption of such shares for retirement, and if such retirement or sinking fund or funds be established, the periodic amount thereof and the terms and provisions relative to the operation thereof;

(f) the dividend rate, whether dividends are payable in cash, stock or other property of the Company, the conditions upon which and the times when such dividends are payable, the preference to or the relation to the payment of the dividends payable, on any

H09000188257 3

H09000188257 3

other class or classes or series of stock, whether or not such dividend shall be cumulative or noncumulative, and if cumulative, the date or dates from which such dividends shall accumulate;

(g) the preferences, if any, and the amounts thereof that the holders of any class or series thereof shall be entitled to receive upon the voluntary or involuntary dissolution of, or upon any distribution of the assets of, the Company;

(h) whether or not the shares of any class or series shall be convertible into, or exchangeable for, the shares of any other class or classes or of any other series of the same or any other class or classes of the Company and the conversion price or prices or ratio or ratios or the rate or rates at which such conversion or exchange may be made, with such adjustments, if any, as shall be stated and expressed or provided for in such resolution or resolutions; and

(i) such other special rights and protective provisions with respect to any class or series as the Board of Directors may deem advisable.

The shares of each class or series of the Preferred Stock may vary from the shares of any other class or series thereof in any or all of the foregoing respects. The Board of Directors may increase the number of shares of Preferred Stock designated for any existing class or series by a resolution adding to such class or series authorized and unissued shares of the Preferred Stock not designated for any other class or series. The Board of Directors may decrease the number of shares of the Preferred Stock designated for any existing class or series by a resolution, subtracting from such series unissued shares of the Preferred Stock designated for such class, or series, and the shares so subtracted shall become authorized, unissued and undesignated shares of the Preferred Stock.

#### **ARTICLE VI - BOARD OF DIRECTORS**

A. Directors shall not be less than three (3) nor more than fifteen (15), and the exact number of Directors shall be fixed from time to time in the manner provided in the Company's Bylaws.

B. Term of Office. The Board of Directors shall be divided into three classes, designated as Class I, Class II and Class III. The number of directors in each class shall be determined by the Board of Directors and shall consist of as nearly equal a number of directors as practicable. The term of the Class I directors initially shall expire at the next ensuing annual meeting of shareholders; the term of Class II directors initially shall expire at the annual meeting of shareholders held one year thereafter; and the term of Class III directors initially shall expire at the annual meeting of shareholders held one year thereafter. In the case of each class, the directors shall serve until their respective successors are duly elected and qualified or until his or her earlier resignation, death, incapacity or removal from office. At each annual meeting of shareholders, directors of the respective class whose term expires shall be elected, and the directors chosen to succeed those whose terms shall have expired shall be elected to hold office for a term to expire at the third ensuing annual meeting of shareholders after their election, and until their respective successors are elected and qualified or until their earlier resignation, death, incapacity or removal from office.

H09000188257 3

C. Vacancies. A director may resign at any time by giving written notice to the Company, the Board of Directors or the Chairman of the Board of Directors. Such resignation shall take effect when the notice is delivered unless the notice specifies a later effective date, in which event the Board of Directors may fill the pending vacancy before the effective date if they provide that the successor does not take office until the effective date. Any vacancy occurring in the Board of Directors due to death, resignation, retirement, disqualification, removal and any directorship to be filled by reason of an increase in the size of the Board of Directors shall be filled by the affirmative vote of a majority of the current directors though less than a quorum of the Board of Directors, or may be filled by an election at an annual or special meeting of the shareholders called for that purpose, unless otherwise provided by law. A director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office, or until the next election of one or more directors by shareholders if the vacancy is caused by an increase in the number of directors.

D. Removal. A director may be removed from office prior to the expiration of his or her term: (i) only for cause; and (ii) only upon the affirmative vote of at least two-thirds of outstanding shares of capital stock of the Company entitled to vote for the election of directors.

E. Amendments. Notwithstanding anything contained in these Articles of Incorporation to the contrary, this Article VI shall not be altered, amended or repealed except by an affirmative vote of at least two-thirds of the outstanding shares of capital stock of the Company entitled to vote for the election of directors.

#### **ARTICLE VII - SPECIAL MEETINGS OF SHAREHOLDERS**

Except as otherwise required by law and subject to the rights of the holders of the Preferred Stock, special meetings of shareholders of the Company may be called only by (i) the Board of Directors pursuant to a resolution approved by a majority of the entire Board of Directors, (ii) the Company's Chief Executive Officer or (iii) the holders of at least one-third of the outstanding shares of capital stock of the Company. Notwithstanding anything contained in these Amended and Restated Articles of Incorporation to the contrary, this Article VII shall not be altered, amended or repealed except by an affirmative vote of at least two-thirds of the outstanding shares of capital stock of the Company entitled to vote at a shareholders' meeting duly called for such purpose.

#### **ARTICLE VIII - INDEMNIFICATION**

The Company shall indemnify and advance expenses to, and may purchase and maintain insurance on behalf of, its officers and directors to the fullest extent permitted by law as now or hereafter in effect. Without limiting the generality of the foregoing, the Company's Bylaws may provide for indemnification and advancement of expenses to officers, directors, employees and agents on such terms and conditions as the Board of Directors may from time to time deem appropriate or advisable.

H09000188257 3

SM0004

H09000188257 3

**ARTICLE IX - BYLAWS**

The Board of Directors or shareholders owning at least a majority of the outstanding shares of capital stock of the Company entitled to vote at a shareholders' meeting duly called for such purpose shall have the power to adopt, amend or repeal the Bylaws or any part hereof.

**ARTICLE X - AMENDMENT**

Except as provided herein, these Amended and Restated Articles of Incorporation may be altered, amended or repealed by the shareholders of the Company in accordance with Florida law.

The foregoing Amended and Restated Articles of Incorporation of SebaiCMET Incorporated was unanimously adopted by the Board of Directors and all of the shareholders of the Company at a meeting called and duly held on the July, 7, 2009.

H09000188257 3

SM0005

To: The Florida Dept. of State  
Subject: 000650.109420

From: Ashley Smith

Tuesday, August 25, 2009 12:34 PM Page: 7 of 8

H09000188257 3

**IN WITNESS WHEREOF**, the undersigned, for the purpose of amending and restating the Company's Article of Incorporation pursuant to laws of the State of Florida, has executed these Amended and Restated Articles of Incorporation as of this 18 day of AUGUST, 2009.

**SebaiCMET Incorporated, a Florida corporation**

By:   
Name: Terence L. Bolden  
Title: CEO and Chairman

To: The Florida Dept. of State  
Subject: 000650.109420

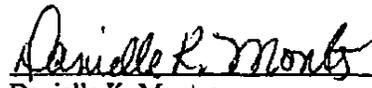
From: Ashley Smith

Tuesday, August 25, 2009 12:34 PM Page: 8 of 8

H09000188257 3

**ACCEPTANCE OF APPOINTMENT  
OF  
REGISTERED AGENT  
OF  
SEBAICMET INCORPORATED**

I hereby accept the appointment as registered agent contained in the foregoing Amended and Restated Articles of Incorporation and state that I am familiar with and accept the obligations of Section 607.0505 of the Florida Business Corporation Act.

  
\_\_\_\_\_  
Danielle K. Montes