

P47000061351

SBC WORLD VENTURES, INC.

5125 Willow Leaf Drive
Sarasota, Florida 34241
Bus. (941) 922-9282
Fax (941) 923-5447

July 3, 1997

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

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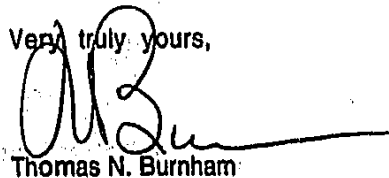
RE: SBC World Ventures, Inc.

Dear Sir/Madam:

Enclosed for filing is an original and one copy of Articles of Incorporation for the referenced corporation, together with our remittance in the amount of \$122.50 for the filing fees and a certified copy of the document.

If you have any questions, please call.

Very truly yours,



Thomas N. Burnham

TNB/lat
enclosure

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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WS

**ARTICLES OF INCORPORATION
OF
SBC WORLD VENTURES, INC.**

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DIVISION
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ARTICLE 1: NAME AND MAILING ADDRESS

The name of this Corporation is SBC World Ventures, Inc., and its principal office or mailing address is 5125 Willow Leaf Drive, Sarasota, Florida 34241.

ARTICLE 2: DURATION

This Corporation shall exist perpetually, commencing as of the date of acceptance and filing of these Articles by the Secretary of State of the State of Florida.

ARTICLE 3: PURPOSE

This Corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE 4: CAPITAL STOCK

This Corporation is authorized to issue one class of shares of common capital stock as follows:

One Million (1,000,000) shares of Common Capital Stock having no par value and a stated value of \$.01 per share. All common shares of capital stock shall be voting stock and shall elect all members of the Board of Directors, and shall have the right to vote on all issues affecting the corporation on which shareholders are entitled to vote as provided by these Articles, the By-Laws and by law. Rights to dividends, distributions and liquidation proceeds of each issued and outstanding share of Common Capital Stock are identical to the rights of every other issued and outstanding share of Common Capital Stock.

ARTICLE 5: INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 5125 Willow Leaf Drive, Sarasota, Florida 34241, and the name of the initial registered agent is Thomas N. H. Burnham.

ARTICLE 6: INITIAL BOARD OF DIRECTORS

This Corporation initially shall have one (1) director. The number of directors may be either increased or diminished from time to time as provided in the By-Laws but shall never be less than one. The name and address of the initial directors of this Corporation are:

<u>Name</u>	<u>Address</u>
Thomas N. Burnham	5125 Willow Leaf Drive Sarasota, Florida 34241

ARTICLE 7: INCORPORATOR

The name and address of the person signing these Articles is:

Name

Address

Thomas N. Burnham

5125 Willow Leaf Drive
Sarasota, Florida 34241

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ARTICLE 8: INDEMNIFICATION

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

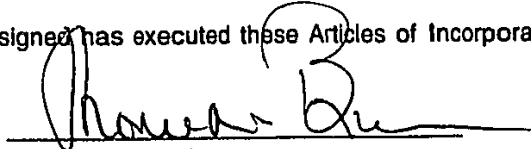
ARTICLE 9: BY-LAWS

The initial By-Laws shall be adopted by the Board of Directors. The power to alter, amend or repeal the By-Laws or adopt new By-Laws is vested in the Board of Directors, subject to repeal or change by action of the shareholders and to all other provisions of applicable law.

ARTICLE 10: AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 3 day of July, 1997.


Thomas N. Burnham

"Incorporator"

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service or process for the above-named corporation at a place designated in these Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of Chapter 48.091, Florida Statutes, relative to keeping open said office for service of process.

Dated this 3 day of July, 1997.


Thomas N. Burnham, Registered Agent

Burnham/SBCWV/Articles