

LAW OFFICES

MICHAEL D. BODNE  
PROFESSIONAL ASSOCIATION

2081 N.E. 205th STREET  
NORTH MIAMI BEACH, FLORIDA 33179

TELEPHONE  
(305) 832-3300

**P95000008620**

January 24, 1995

Secretary of State  
State of Florida  
Capitol Building  
Corporation Division  
Tallahassee, Florida 32304

600001392156  
-01/30/95--01006--019  
\*\*\*\*122.50 \*\*\*\*122.50

Re: LES SERVICES DE COMPTABILITE S & G INC  
a Florida corporation

Gentlemen:

**EFFECTIVE DATE**

1-24-95

Enclosed please find an original and duplicate original of the fully executed Articles of Incorporation and Certificate Designating the Registered Agent of the above-named corporation.

Also enclosed please find our check in the amount of \$122.50 to cover the following costs:

Filing Fee for Certificate of Incorporation	52.50
Filing Fee for Certificate of Registered Agent	35.00
Cost for Certified Copy of Articles of Incorporation with attached Certificate Designating Registered Agent	35.00
	<u>\$ 122.50</u>

Would you please do the following:

1. File one copy of the Articles of Incorporation in your records along with the Certificate Designating the Registered Agent.
2. Take the second copy of the Articles of Incorporation and the Certificate Designating the Registered Agent and stamp EACH PAGE to indicate the date on which it was received and filed in your office.
3. Return the stamped second copy to this office as a Certified Copy of these Articles of Incorporation and the attached Certificate Designating Registered Agent, together with a receipt for payment of your fees.

*DOB*  
*2/02/95*  
*P95000008620*

FILED  
1995 JAN 27 AM 9:53  
TALLAHASSEE, FLORIDA

LAW OFFICES

MICHAEL D. BODNE  
PROFESSIONAL ASSOCIATION

2081 NE. 205th STREET  
NORTH MIAMI BEACH, FLORIDA 33178

TELEPHONE  
(305) 932-3300

Secretary of State  
January 24, 1995  
Page Two

4. Please state on the above-mentioned Certified Copy the date on which corporate existence commences, as specified in Article II of the enclosed Articles of Incorporation.

If the amount of the check is incorrect, or if there is any question regarding the form of the Articles of Incorporation, please keep same and telephone this office COLLECT so that we may discuss and resolve the matter immediately.

Your prompt attention will be appreciated.

Very truly yours,

MICHAEL D. BODNE, P.A.

  
Michael D. Bodne

MDB/lcb  
Enclosures

ARTICLES OF INCORPORATION

OF

LES SERVICES DE COMPTABILITE S & G INC.

FILED  
1995 JAN 27 PM 8:53  
TALLAHASSEE, FLORIDA

LARA BODNE, a natural person competent to contract, does hereby make, acknowledge and file in the office of the Secretary of the State of Florida, for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida and pursuant to the Florida General Corporation Act, these Articles of Incorporation, as by law provided.

ARTICLE I

NAME

The name of this corporation shall be:

LES SERVICES DE COMPTABILITE S & G INC.

ARTICLE II

EFFECTIVE DATE

DURATION

1-24-95

This Corporation shall have perpetual existence. The date on which corporation existence shall begin on January 24, 1995

ARTICLE III

GENERAL NATURE OF BUSINESS,  
POWERS AND PURPOSE

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

ARTICLE IV

AUTHORIZED CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any time shall be Six Hundred (600) shares of common stock, all of a single class, such shares to be of One Dollar (\$1.00) par value each, all of which shares shall be issued fully paid and non-assessable.

Each of said shares of common stock shall entitle the holder thereof to one (1) vote at any meeting of the stockholders. No holder of common stock shall be entitled to any right of cumulative voting.

The capital stock of this Corporation may be paid for in lawful money of the United States of America, or in property, labor, or services at a fair and just valuation to be fixed by the stockholders, or by the unanimous vote of the Board of Directors, at any regular or special meeting of this Corporation. Property, labor, or services may also be purchased with the capital stock of this Corporation at such variations as shall be fixed by the stockholders, or by the unanimous vote of the Board of Directors at any regular or special meeting of this Corporation.

#### ARTICLE V

##### NO PREEMPTIVE RIGHTS

No holder of shares of the capital stock of any class of this Corporation shall have any preemptive or preferential right of subscription to any shares of any class of stock of this Corporation, whether now or hereafter authorized, nor to any obligations convertible into stock of this Corporation, issued or sold, nor any right of subscription to any thereof other than such, if any, as the Board of Directors, in its discretion, may from time to time determine and at such price as the Board of Directors may from time to time fix.

#### ARTICLE VI

##### INITIAL REGISTERED OFFICES

The street address of the initial registered office of this corporation is 2081 N.E. 205th Street North Miami Beach, Florida, but this Corporation shall have the power to move the registered office to any other address in the State of Florida that may be deemed expedient.

## ARTICLE VII

### INITIAL PRINCIPAL OFFICE

The street address and mailing address of the Initial Principal Office of this corporation is 20855 N.E. 16th Avenue Building C-9 North Miami Beach, Florida 33179

## ARTICLE VIII

### INITIAL REGISTERED AGENT

The name of the initial registered agent of this Corporation at the same address as stated in Article VI hereinabove, is MICHAEL D. BODNE, ESQ., but this Corporation shall have the power to change the name of the Registered Agent to any other person located in the registered office of this Corporation in the State of Florida that may be deemed expedient.

## ARTICLE IX

### NUMBER OF DIRECTORS

The number of Directors of this Corporation shall be not less than One (1) nor more than Five (5), the number to be fixed as provided in the By-Laws of this Corporation. Any Director may be removed at any annual or special meeting of the stockholders by the same vote as is required to elect a Director. The Directors shall have their compensation fixed by the stockholders of this Corporation.

## ARTICLE X

### INITIAL BOARD OF DIRECTORS

The name and street addresses of the members of the Board of Directors, who, unless otherwise provided by the By-Laws, or removed as provided herein, shall hold office for the first year of existence of this Corporation, or until his successors are elected or appointed and have qualified, shall be:

NAMEADDRESS

Garry Stein

20855 N.E. 16th Avenue  
Building C-9  
North Miami Beach, Fl 33179

Sandy Landsman

2930 Point East Drive  
#E-308  
North Miami Beach, Fl 33160ARTICLE XI  
INCORPORATOR

The name and street address of the incorporator to these  
Articles of Incorporation is:

NAME

Lara Bodne

ADDRESS2081 N.E. 205 Street  
No. Miami Beach, FL 33179ARTICLE XIICLASSES OF DIRECTORS

The Directors of this Corporation may be divided into  
classes as shall be more specifically provided for in the By-Laws  
of this Corporation.

ARTICLE XIIIINDEMNIFICATION

This Corporation shall indemnify any officer, incorporator,  
or director, or any former officer, incorporator, or director, to  
the full extent permitted by law. In addition, and not by way of  
limitation of the foregoing, this Corporation shall have the  
power, at its sole discretion, to purchase and maintain insurance  
on behalf of any person who is or was a director, officer,  
employee, or agent of this Corporation, or who is or was serving  
at the request of this Corporation, as a director, officer,  
employee, or agent of another Corporation, partnership, joint  
venture, trust, or other enterprise, against any liability  
asserted against him and incurred by him in any such capacity, or  
arising out of his status as such, whether or not this  
Corporation would have the authority to indemnify him against  
such liability under the provisions of these Articles, or under  
law. Nothing contained herein shall prevent the stockholders  
from purchasing such insurance policies or other manners of  
indemnification as they may deem proper.

The foregoing right of indemnification shall be in addition to, and not exclusive of, all other rights to which any director or officer or stockholder may be entitled to as a matter of law or otherwise.

#### ARTICLE XIV

##### SPECIAL PROVISIO

Any action by the directors of this Corporation which is within their power taken at a meeting of such directors shall be valid for all intents and purposes whether or not lawful notice of said meeting shall have been given to all directors as required by law or by the By-Laws of this Corporation, if at any time prior to, during or subsequent to such meeting all directors shall execute a waiver of notice of such meeting, in writing, and providing a majority of the directors shall have approved or approve the action taken at such meeting.

When not prohibited by law, any action by the shareholders of this Corporation which is within their power taken at a meeting of such shareholders shall be valid for all intents and purposes whether or not lawful notice of said meeting shall have been given to all shareholders, as required by law or in the By-Laws of this Corporation, if at any time prior to, during or subsequent to such meeting all shareholders shall execute a waiver of notice of such meeting, in writing, and providing a majority of the shareholders shall have approved or approve the action taken at such meeting.

When not prohibited by law, any action of the shareholders of this Corporation may be taken without a meeting if consent in writing, setting forth the action so taken, shall be signed by all the persons who would be entitled to vote upon such action at a meeting and filed with the Secretary of the Corporation as part of the corporate records. Such consent shall have the same force and effect as the unanimous vote of the shareholders and may be stated as such in any certificate or document filed with the

Department of State of the State of Florida or any other governmental agency of any state, county or nation, or with any private organization, corporation, person or persons.

Nothing in this Article shall be construed to allow any act of the Board of Directors to be approved by less than a majority of said directors, or wherever a greater vote is required by law or in the By-Laws, by that vote.

Nothing in this Article shall be construed to allow any act of the shareholders to be approved by less than a majority of said shareholders, or wherever a greater vote is required by law or in the By-Laws, by that vote.

#### ARTICLE XV

##### TELEPHONE MEETING AUTHORIZED

Members of the Board of Directors or any executive committee designated by the Board of Directors in accordance with law shall be deemed present at any meeting of the Board of Directors or executive committee, as the case may be, if a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear and be heard by all other persons, is used.

#### ARTICLE XVI

##### BY-LAWS

The power to adopt, alter, amend, or repeal the By-Laws of this Corporation shall be vested in the Board of Directors and the stockholders; however, the stockholders may repeal or change any By-Law adopted by the Board of Directors and the stockholders may prescribe in any By-Law made by them that such By-Law may not be altered, amended, or repealed by the Board of Directors.

#### ARTICLE XVII

##### AMENDMENTS

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, in the manner provided by law, and any and all



rights conferred upon the stockholders of this Corporation are subject to this reservation. Every Amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholder's meeting by at least a majority of the stock entitled to vote thereon, unless all the Directors and all the stockholders sign a written statement manifesting their intention that a certain Amendment to these Articles of Incorporation be made.

IN WITNESS WHEREOF, I, the undersigned, as incorporator of LES SERVICES DE COMPTABILITE S & G INC. have executed these Articles of Incorporation this 24<sup>th</sup> day of January 1995, at Miami, Dade County, Florida.

Lara Bodne  
Lara Bodne

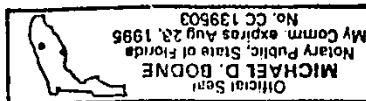
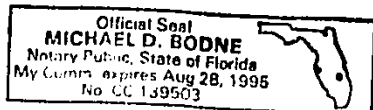
STATE OF FLORIDA    )  
                          ) ss:  
COUNTY OF DADE     )

BEFORE ME, the undersigned authority, personally appeared LARA BODNE to me well known and known by me to be the incorporator described in and who executed the above and foregoing Articles of Incorporation of LES SERVICES DE COMPTABILITE S & G INC. and she has acknowledged before me that she executed the same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal this 24<sup>th</sup> day of January 1995 at Miami, Dade County, Florida.

Michael D. Bodne  
NOTARY PUBLIC, STATE OF FLORIDA

My Commission Expires:



CERTIFICATE DESIGNATING PLACE OF BUSINESS  
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN  
THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

FILED  
1995 JAN 27 10 53 AM  
CLERK OF COURT  
MILLER

In pursuant of Chapter 49.091, Florida Statutes, the following is submitted, in compliance with said Act:

First, that LES SERVICES DE COMPTABILITE S & G INC desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at City of North Miami Beach, County of Dade State of Florida, has named MICHAEL D. BODNE located at 2081 N.E. 205th Street, City of N. Miami Beach, County of Dade, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above-stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By: Michael D. Bodne  
MICHAEL D. BODNE, ESQ  
RESIDENT AGENT