

P9500026404

ROGER S. KOBERT, P.A.
COUNSELLORS & ATTORNEYS AT LAW
6401 S.W. 87TH AVENUE, SUITE 200
MIAMI, FLORIDA 33173
TELEPHONE: (305) 279-8700
FACSIMILE: (305) 274-5997

RECEIVED
55 MAR 30 AM 7:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

March 29, 1995

VIA FED EX

Secretary of State
Corporate Division
409 East Gaines Street
Tallahassee, Florida 32314

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-03/30/95--01080--010
****122.50 ****122.50

Re: **BOOKMAN & ASSOCIATES, INC.**

Dear Madam or Sir:

I enclose herewith an original and one copy of the Articles of Incorporation for the above-named corporation. A check in the amount of \$122.50 is enclosed, for the following fees:

Filing Fee.....\$ 35.00
Certified Copy.....\$ 52.50
Resident Agent Fee.....\$ 35.00

TOTAL.....\$122.50

Please file the original enclosed Articles of Incorporation and return a certified copy to the undersigned using the enclosed, prepaid FedEx ticket and envelope for expedited return. If this should present any problem whatsoever, kindly notify me immediately at 305/279-8700. *Time is of the essence.* Your promptest attention to this matter will be greatly appreciated.

Very truly yours,

ROGER S. KOBERT, P.A.

4/4/95

BY: 
ROGER S. KOBERT

RSK/wlb

ARTICLES OF INCORPORATION

OF

BOOKMAN & ASSOCIATES, INC.

FILED
95 MAR 30 AM 11:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation, for such corporation:

I

NAME, PRINCIPAL OFFICE AND MAILING ADDRESS OF CORPORATION

The name of the corporation is **BOOKMAN & ASSOCIATES, INC.** The principal office and mailing address of the corporation is:

450 North Park Road
Suite 803
Hollywood, Florida 33021

II

DURATION

The period of its duration is perpetual.

III

PURPOSE

The purpose is to engage in any activities or business permitted under the laws of the United States and Florida.

IV

CAPITAL STOCK

The corporation is authorized to issue 1000 shares, all of one class, at \$0.00 par value.

V

INITIAL REGISTERED AGENT AND OFFICE

The name and address of the initial registered agent and office of this corporation is as follows:

Roger S. Kobert, Esquire
6401 S.W. 87th Avenue
Suite 200
Miami, Florida 33173

VI

INITIAL DIRECTOR AND OFFICE

This corporation shall have one (1) director initially. The number of directors may be either increased or decreased from time to time by an Amendment of the By-Laws of the corporation in a manner provided by law, but shall never be less than one (1). The name and address of the initial Director of this corporation is:

Neil J. Bookman
450 North Park Road
Suite 803
Hollywood, Florida 33021

VII

INCORPORATOR

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

Roger S. Kobert, Esq.
6401 S.W. 87th Avenue, Suite 200
Miami, FL 33173

VIII

AMENDMENT OF ARTICLES

This corporation reserves the right to amend or repeal any provisions contained in these

Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IX

PRE-EMPTIVE RIGHTS

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares of any class, kind, or series of stock in this corporation) that may from time to time be issued (whether or not presently authorized), including shares from the treasury of the corporation, in the ratio to the number of shares he holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who did not exercise it and pay for the shares pre-empted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms, and conditions of the issues of shares, and inviting him to exercise his pre-emptive rights. This right may also be waived by affirmative written waiver, submitted by the shareholder to the corporation, within thirty (30) days of receipt of notice from the corporation.

X

DIRECTOR'S CONFLICT OF INTEREST

A

No contract of other transaction between a corporation and one or more of its directors, or between a corporation and any other corporation, firm, association, or other entity, in which one or more of its director, or directors or officers, or are financially interested, shall be either void or voidable for this reason alone or by reason alone that such director or directors are present at the meeting of the board of Directors or a committee thereof which approves such contracts or transactions, or that his or their votes are counted for such purpose:

1. If the fact of such common directorship, officership, or financial interest is disclosed or known to the board or committee, and the board or committee approves such contract or transaction by vote sufficient for such purpose without counting the vote or votes of such interested director or directors: or,

2. If such common directorship, officership, or financial interest is disclosed or known to the shareholders entitled to vote thereon, and such contract or transaction is approved by vote of the shareholder; or,

3. If the contract or transaction is fair and reasonable as to the corporation at the time it is approved by the board, a committee, or the shareholders.

B

Common or interested directors may be counted in determining the presence of a quorum, at a meeting of the Board of Directors or of a committee which approves such contract or transactions.

XI

INDEMNITY

The corporation may be empowered to indemnify any officer or director, or any former officer or director in a manner set out and provided for, pursuant to provisions of Section 607.014, Florida Statutes, as amended.

XII

INFORMAL ACTION OF DIRECTORS

If all the directors severally or collectively consent in writing to any action taken or to be taken by the corporation and the writings evidencing their consent are filed with the Secretary of the Corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

XIII

DIRECTOR'S AUTHORITY TO FIX COMPENSATION

Directors shall have the authority to fix the compensation unless otherwise provided in the Articles of Incorporation or the By-Laws.

XIV

MEETINGS BY CONFERENCE TELEPHONE

Members of the board of Directors may participate in special and regular meetings of the Board of Directors by means of conference telephone or similar communications equipment as provided by law.

XV

AMENDMENT OF ARTICLES AND BY-LAWS

Power to adopt, alter, amend, or repeal the Articles of Incorporation and By-Laws of the corporation shall be vested in the Board of Directors.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this 25th day of March, 1995.



ROGER S. KOBERT, ESQ., Incorporator

P 950000 26404

ROGER S. KOBERT, P.A.

COUNSELLORS & ATTORNEYS AT LAW
241 SEVILLA AVENUE
SUITE 805
CORAL GABLES, FLORIDA 33134

ROGER S. KOBERT
OF COUNSEL:
LUIS F. DE LA CRUZ, JR.
H. JEFFREY CUTLER
A. BUDD CUTLER

TEL. 305/446-0100
FAX 305/445-7750
E-MAIL ROGER31@ACL.COM

July 7, 1995

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

300001534123
-07/11/95--01019--002
*****35.00 *****35.00


Re: **BOOKMAN & ASSOCIATES, INC.**

Dear Madam or Sir:

We enclose herewith a fully executed Statement of Change of Registered Office or Agent for the above-captioned corporation, submitted for the purpose of changing the registered agent. We also enclose herewith our check # 1055 in the amount of \$35.00 to cover the cost of filing the Statement.

Kindly provide appropriate notice to the undersigned and the new registered agent that the change had been filed, indicating the effective date thereof. If additional information is required to complete this task, please contact the undersigned as soon as possible.

Very truly yours,
ROGER S. KOBERT, P.A.


ROGER S. KOBERT

FILED
1995 JUL 10 PM 1:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RSK/ms
Enclosures
SECYLTR2.WPD

R. A. Charge
LFT 7-19-95

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR CORPORATIONS

Pursuant to the provisions of sections: 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of Florida submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1a. The name of the corporation is: Bookman & Associates, Inc.

1b. The mailing address of the corporation is: 450 North Park Road, Suite 803
Hollywood, FL 33021

1c. Date of incorporation: March 30, 1995 Document number: P95000026404

2. The name and address of the current registered agent and office:

Roger S. Kobert, Esquire
6401 S.W. 87th Avenue, Suite 200
Miami, FL 33173


3. The name and address of the new registered agent and office: (P.O. Box No. 26404 acceptable)

Neil J. Bookman
450 North Park Road, Suite 803
Hollywood, FL 33021

FILED
1995 JUL 10 PM 5:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The street address of its registered office and the street address of the business office of its registered agent, as changed, will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.


(Signature of an officer, chairman or vice chairman of the board)

7/7/95
(Date)

Neil J. Bookman, President
(Printed or typed name and title)

Having been named as registered agent and to accept service of process for the above stated corporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete perform, ice of my duties, and I am familiar with and accept the obligation of my position as registered agent.


(Signature of Registered Agent)

7/7/95
(Date)