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FLORIDA DIVISION OF CORPORATIONS

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076103002011

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NAME: ELLA J., INC.

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ARTICLES OF INCORPORATION

OF

ELLA J., INC.

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, hereby adopts the following Articles of Incorporation:

Article I

Name

The name of the corporation is Ella J., Inc.

Article II

Duration

This corporation shall exist perpetually.

Article III

Nature of Business

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

Article IV

Principal Business and Mailing Address

The initial principal business and mailing address of the corporation is c/o Berman Wolfe & Rennert, P.A., 35th Floor, International Place, 100 Southeast Second Street, Miami, FL 33131-2130, Attn: Corporate Records.

This Document Prepared By:
Howard J. Vogel, Esquire #0285617
Berman Wolfe & Rennert, P.A.
100 S.E. Second Street, Suite 3500
Miami, Florida 33131-2130
(305) 577-4177

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Article V

Capital Stock

(a) **Authorized Capital.** The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is One Thousand (1,000) shares of common stock each having \$1.00 par value.

(b) **Preemptive Rights.** Shareholders shall have no preemptive rights.

(c) **Cumulative Voting.** Cumulative voting shall not be permitted.

Article VI

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 35th Floor, International Place, 100 Southeast Second Street, Miami, Florida 33131-2130, and the name of the initial registered agent of this corporation at that address is Howard J. Vogel, Esq.

Article VII

Directors

(a) **Number.** This corporation shall have two (2) directors initially. The number of directors may be increased or diminished from time to time by amendment to, or in the manner provided in, the bylaws, but shall never be less than one.

(b) **Initial Directors.** The names and street addresses of the members of the first board of directors of the corporation are:

<u>Names</u>	<u>Street Addresses</u>
Myles Chefetz	c/o Nemo Restaurant 100 Collins Avenue Miami Beach, FL 33139
Michael Schwartz	c/o Nemo Restaurant 100 Collins Avenue Miami Beach, FL 33139

(c) **Compensation.** The board of directors is hereby specifically authorized to make provisions for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid.

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Any director of the corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

(d) Indemnification. The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

Article VIII

Bylaws

The initial bylaws of this corporation shall be adopted by the directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the board of directors, but the board of directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the directors.

Article IX

Incorporator

The name and street address of the incorporator of this corporation are:

Howard J. Vogel, Esq.
35th Floor, International Place
100 Southeast Second Street
Miami, Florida 33131-2130

Article X

Amendment

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

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

In compliance with Section 48.091, Florida Statutes, the following is submitted:

Ella J., Inc., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at the City of Miami, State of Florida, has named Howard J. Vogel, Esq., located at 35th Floor, International Place, 100 Southeast Second Street, Miami, Florida 33131-2130, as its agent to accept service of process within Florida.


Howard J. Vogel, Esq., Incorporator

Dated: 9-16-97

Having been named to accept service of process for the above stated Corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.


Howard J. Vogel, Esq., Registered Agent

Dated: 9-16-97

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