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FLORIDA DIVISION OF CORPORATIONS

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FROM: BERMAN WOLFE & RENNERT, P.A.  
076103002011

ACCT#:

CONTACT: CHRISTINA DE HOWARTZ  
PHONE: (305)577-4166  
(305)373-6036

FAX #:

NAME: BOOKKEEPERS CENTER, INC.

AUDIT NUMBER.....H98000004607

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS...0

PAGES..... 5

CERT. COPIES.....0

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I realize that Bookkeeping Center, Inc. exists.  
We still want to file this corporation under  
~~Bookkeeping Center, Inc.~~ Bookkeepers Center, Inc.  
Thank you.

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

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B. McKnight MAR 10 1998

**FAX AUDIT NO. H98000004607 1**

**ARTICLES OF INCORPORATION  
OF  
BOOKKEEPERS CENTER, 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 Bookkeepers Center, 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:

**Names**

**Street Addresses**

**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**

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(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. 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. Voget, 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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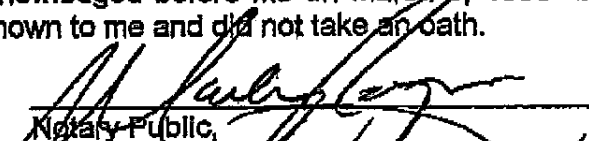
IN WITNESS WHEREOF, the incorporator has executed these Articles on March 9, 1998.

  
HOWARD J. VOGEL, ESQ., Incorporator

STATE OF FLORIDA   )  
                                  ) ss.:  
COUNTY OF DADE    )

The foregoing instrument was acknowledged before me on March 9, 1998 by Howard J. Vogel, Esq. He is personally known to me and did not take an oath.

My commission Expires:

  
Notary Public,  
State of Florida at Large



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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:

Bookkeepers Center, 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: 3-9-98

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: 3-9-98

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