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FILED  
98 SEP 16 PM 4:19  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

September 16, 1998

HAND DELIVERY

Secretary of State's Office  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32301

RE: Bookkeeping Advantage, Inc.

Dear Sir or Madam:

Enclosed for filing is Articles of Incorporation and our check in the amount of \$70.00 for filing fees for the above-referenced corporation. I have enclosed an extra copy to be date stamped.

Thank you for your assistance. Please call if you have any questions.

Sincerely,



Emily S. Waugh

ESW/bg

Enclosures

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**ARTICLES OF INCORPORATION**  
**OF**  
**BOOKKEEPING ADVANTAGE, INC.**

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The undersigned Incorporator hereby files these Articles of Incorporation in order to form a Corporation under the laws of the State of Florida, effective September 16, 1998.

**ARTICLE I.**  
**Name and Principal Office**

The name of this Corporation shall be **BOOKKEEPING ADVANTAGE, INC.** The principal place of business and mailing address of this Corporation is 4512 Zonker Court, Tallahassee, Florida 32303.

**ARTICLE II.**  
**Nature of Business**

The Corporation is organized for the purpose of engaging in any or all activity or business permitted under the laws of the United States of America and the State of Florida.

**ARTICLE III.**  
**Stock**

The authorized capital stock of this Corporation shall consist of 1000 shares of common stock with a par value of \$1.00 per share. The stock of the Corporation shall be issued for such consideration as may be determined by the Board of Directors but not less than par value. Shareholders may enter into agreements with the Corporation or with each other to control or restrict the transfer of stock and such agreements may take the form of options, rights of first refusal, buy and sell agreements, or any other lawful form of agreements.



**ARTICLE IX.**  
**Initial Board of Directors**

The initial Board of Directors shall consist of two persons. The names and street addresses of the members of the initial Board of Directors of this Corporation who shall hold office until the first annual meeting of the Shareholders and thereafter until their successors are elected are as follows:

Catherine A. Naum	4512 Zonker Court, Tallahassee, Florida 32303
John D. Naum	4512 Zonker Court, Tallahassee, Florida 32303

**ARTICLE X.**  
**Officers**

The Corporation shall have a president, secretary and a treasurer and may have additional and assistant officers including, without limitation thereto, one or more vice-presidents, assistant secretaries and assistant treasurers. A person may hold more than one office. The names and addresses of the initial officers are as follows:

President	Catherine A. Naum, 4512 Zonker Court, Tallahassee, Florida 32303
Secretary/Treasurer	John D. Naum, 4512 Zonker Court, Tallahassee, Florida 32303

**ARTICLE XI.**  
**Transactions In Which Directors  
Or Officers Are Interested**

(a) No contract or other transaction between the Corporation and one or more of its Directors or officers or between the Corporation and any other Corporation, firm, or entity in which one or more of the Corporation's Directors or officers are Directors or officers or have a financial interest shall be void or voidable solely because of such relationship or interest or solely because such Director or Directors or officer or officers is present at or participates in the meeting of the

Board of Directors or a committee thereof which authorizes, approves, or ratifies such contract or transaction or solely because his or their votes are counted for such purpose, if:

(1) The fact of such relationship or interest is disclosed or known to the Board of Directors or the committee which authorizes, approves, or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested Director or Directors; or

(2) The fact of such relationship or interest is disclosed or known to the Shareholders entitled to vote thereon and they authorize, approve, or ratify such contract or transaction by vote or written consent; or

(3) The contract or transaction is fair and reasonable as to the Corporation at the time it is authorized by the Board of Directors, a committee thereof, 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 thereof which authorizes, approves, or ratifies such contract or transaction.

#### **ARTICLE XII. Financial Information**


The Corporation shall be required to prepare and provide financial information as requested by its shareholders.

#### **ARTICLE XIII. Amendment**

These Articles of Incorporation may be amended only by: (a) a majority affirmative vote of the holders of all of the shares of the Corporation issued, outstanding, and entitled to vote, or (b) as

otherwise allowed by law. All rights conferred upon Shareholders hereunder are granted subject to this reservation.

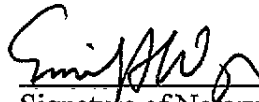
IN WITNESS WHEREOF, the undersigned, being the original subscribing Incorporator to the foregoing Articles of Incorporation, has executed these Articles of Incorporation as of September 16, 1998.



**CATHERINE A. NAUM**  
Incorporator

STATE OF FLORIDA  
COUNTY OF LEON

The foregoing instrument was acknowledged before me this 15<sup>th</sup> day of September 1998, by **Catherine A. Naum**, who is personally known to me and who did not take an oath.



Signature of Notary Public

Notary Seal/Stamp:



**CERTIFICATE DESIGNATING REGISTERED AGENT  
AND REGISTERED OFFICE**

In compliance with Florida Statutes, Sections 48.091 and 607.0501, the following is submitted:

**Bookkeeping Advantage, Inc.**, desiring to organize as a corporation under the laws of the state of Florida, has designated 4512 Zonker Court, Tallahassee, Florida 32303, as its initial registered office and has named Catherine A. Naum, located at said address, as its initial Registered Agent effective September 16, 1998.



**CATHERINE A. NAUM**  
Incorporator

Dated as of September 16, 1998

Having been named Registered Agent and to accept service of process for Bookkeeping Advantage, Inc., at the place designated in this certificate, the undersigned hereby accepts said appointment and agrees to act in this capacity effective September 16, 1998. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties and is familiar with and accepts the obligations of his position as Registered Agent.



**CATHERINE A. NAUM**  
Registered Agent

Dated as of September 16, 1998

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