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TALLAHASSEE, FLORIDA

T. Burch DEC 29 2006

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: NATIONAL HOLDINGS MORTGAGE CORPORATION
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida," "Certificate of Existence," and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Mark Roth
(Name of Person)

Golbeck Roth, PLLC
(Firm/Company)

1200 Fifth Avenue, Suite 1900
(Address)

Seattle, WA 98101
(City/State and Zip code)

For further information concerning this matter, please call:

Mark Roth at (206) 467-7026
(Name of Person) (Area Code & Daytime Telephone Number)

STREET/COURIER ADDRESS:

New Filing Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

New Filing Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- \$70.00 Filing Fee
- \$78.75 Filing Fee & Certificate of Status
- \$78.75 Filing Fee & Certified Copy
- \$87.50 Filing Fee, Certificate of Status & Certified Copy

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. NATIONAL HOLDINGS MORTGAGE CORPORATION
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Washington 3. 20-5912720
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. November 15, 2006 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. N/A
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 16004 Boswell Way, Tampa, Florida 33647
(Principal office address)

1001 Fourth Avenue, Suite 2200, Seattle, Washington 98154
(Current mailing address)

8. Mortgage Broker
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)

Name: See Attached

Office Address:

, Florida
(City) (Zip code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

See Attached
(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

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12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: Mark Goldwasser

Address: 120 Broadway, 28th Floor
New York, New York 10271

Vice Chairman: Robert H. Daskal

Address: 875 N. Michigan Avenue, Suite 1560
Chicago, Illinois 60611

Director: Kay A. Johnson

Address: 1001 Fourth Avenue, Suite 2200
Seattle, Washington 98154

Director: David McCoy

Address: 120 Broadway, 28th Floor
New York, New York 10271

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B. OFFICERS

President: David McCoy

Address: 120 Broadway, 28th Floor
New York, New York 10271

Vice President: _____

Address: _____

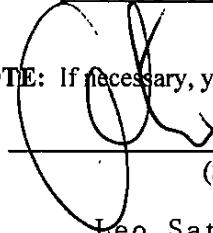
Secretary: Robert H. Daskal

Address: 875 N. Michigan Avenue, Suite 1560, Chicago, Illinois 60611

Treasurer: Leo Satriawan

Address: 1001 Fourth Avenue, Suite 2200, Seattle, Washington 98154

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13.  _____
(Signature of Director or Officer listed in number 12 of the application)

14. Leo Satriawan, Treasurer
(Typed or printed name and capacity of person signing application)

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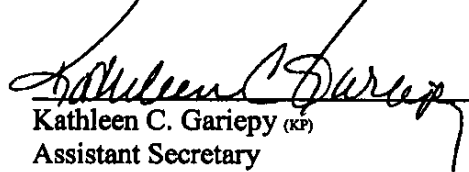
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA

National Holdings Mortgage Corporation

I, CT Corporation System consent to serve as Registered Agent in the State of Florida for the above named corporation. I understand it will be my responsibility to accept Service of Process on behalf of the company; to forward mail to the company; and to immediately notify the Office of the Secretary of State if I resign or change the Registered Office Address.

CT CORPORATION SYSTEM


Kathleen C. Gariepy (KF)
Assistant Secretary

Date: November 28, 2006

Name and Address of Florida State Registered Agent:

CT Corporation System
1200 South Pine Island Road
Plantation, FL 33324

UNITED STATES OF AMERICA

The State of Washington



Secretary of State

I, SAM REED, Secretary of State of the State of Washington and custodian of its seal, hereby issue this

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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CERTIFICATE OF INCORPORATION

to

NATIONAL HOLDINGS MORTGAGE CORPORATION

a/an WA Profit Corporation. Charter documents are effective on the date indicated below.

Date: 11/15/2006

UBI Number: 602-669-170

APPID: 709151



Given under my hand and the Seal of the State of Washington at Olympia, the State Capital

Sam Reed, Secretary of State