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To: Division of Corporations
Fax Number : (850) 922-4001

From: Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 541-3694
Fax Number : (305) 541-3770

FLORIDA PROFIT CORPORATION OR P.A.

NATHAN HOLDINGS, INC.

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ARTICLES OF INCORPORATION

OF

NATHAN HOLDINGS, INC.

THE UNDERSIGNED SUBSCRIBERS to these Articles of Incorporation, a natural person competent to contract, hereby associate themselves to form a corporation under the laws of the State of Florida.

ARTICLE I

(CORPORATE NAME)

The name of the Corporation shall be:

NATHAN HOLDINGS, INC.

ARTICLE II

(MAILING ADDRESS AND PRINCIPAL OFFICE)

The corporation's mailing address is:

2562 N.W. 59th St.
Boca Raton, FL 33496

ARTICLE III

(NATURE OF CORPORATE BUSINESS)

This Corporation is organized for the purpose of transacting any or all business permitted under the Laws of the United States of America and the Laws of the State of Florida, including but not limited to the following:

This Corporation, through its Officers and Employees, shall be authorized to contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidence of indebtedness and execute such mortgages, transfers of corporate property or other instruments to secure the payment of corporate indebtedness as required. To manufacture, purchase, or otherwise acquire, own, mortgage, pledge sell, assign, and transfer or otherwise dispose of, to invest, trade, deal in and deal with, goods, wares and merchandise and real and personal property of every class and description.

Prepared by:

Sofia Powell-Cosio, Esq.
1390 Brickell Ave.
Suite 200
Miami, FL 33131
(305) 579-9988
Florida Bar No. 0867942

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ARTICLE IV

(CAPITAL STOCK)

This Corporation is authorized to issue a maximum of One Thousand (1,000) shares of Stock. The shares of stock authorized Shall be common stock having a par value of One (\$1.00) Dollar per share. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

ARTICLE V

(INITIAL REGISTERED AGENT
AND INITIAL REGISTERED OFFICE)

The Corporation's initial Registered Agent and Registered Office in the State of Florida shall be:

Sofia Powell-Cosio, Esq.
SOFIA POWELL-COSIO, P.A.
1390 Brickell Ave.
Suite 200
Miami, Florida 33131

ARTICLE VI

(BOARD OF DIRECTORS)

The number of Directors may be altered from time-to-time by the By-Laws adopted by the shareholders. However, the Corporation shall have no less than one (1) Director at any time.

ARTICLE VII

(INITIAL DIRECTORS)

The name and post office address of the initial Directors of the Corporation are:

<u>Name</u>	<u>Address</u>
Nathan Miodownik	2562 N.W. 59th St. Boca Raton, FL 33496
Adeline Denise Miodownik	2562 N.W. 59th St. Boca Raton, FL 33496

ARTICLE VIII

(INITIAL OFFICERS)

The initial officer shall hold office until the first annual meeting of the Board of Directors meeting.

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ARTICLE IX

(INCORPORATOR)

The name and post office address of the Incorporator executing these Articles of Incorporation is as follows:

Name	Address
Sofia Powell-Cosio	1390 Brickell Avenue Suite 200 Miami, Florida 33131

ARTICLE X

(DURATION AND COMMENCEMENT
DATE OF CORPORATE EXISTENCE)

The Corporation shall exist perpetually. Corporate existence will commence on the date of the filing of these Articles of Incorporation.

THE UNDERSIGNED Incorporator, for the purpose of forming a Corporation to do business within the State of Florida, does make and file these Articles of Incorporation, hereby declaring and certifying that the facts stated are true.

By: Sofia Powell-Cosio
Sofia Powell-Cosio

[NOTARY ACKNOWLEDGEMENT FOLLOWS ON NEXT PAGE]

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STATE OF FLORIDA }
COUNTY OF MIAMI DADE } ss:

BE IT REMEMBERED that on this day before me, a Notary Public duly authorized in the State and County named above to take acknowledgements, SOFIA POWELL-COSIO personally appeared to me known to be the person described as the Incorporator in the foregoing Articles of Incorporation, and she acknowledged before me that she executed said Articles of Incorporation.

WITNESS my hand and seal in said State and County, this ____ day of July, 2000.

NOTARY PUBLIC
COMMISSION EXPIRES:

ACCEPTANCE BY REGISTERED AGENT

The Undersigned hereby accepts the foregoing designation as Initial Registered Agent and agrees to comply with the provisions of law applicable to said designation. The undersigned is familiar with and accepts the duties and responsibilities as Registered Agent.

Sofia Powell-Cosio
Sofia Powell-Cosio, Esq.
1390 Brickell Ave.
Suite 200
Miami, Florida 33131

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