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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Florida Department of State  
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FLORIDA PROFIT CORPORATION OR P.A.

vFinance Investments Holdings, Inc.

Certificate of Status	0
Certified Copy	1
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**ARTICLES OF INCORPORATION**  
**OF**  
**vFinance Investments Holdings, Inc.**

**ARTICLE I - NAME**

The name of the corporation is vFinance Investments Holdings, Inc. (hereinafter called the "Corporation").

**ARTICLE II - PURPOSE**

The Corporation is organized for the purpose of transacting any or all lawful business for corporations organized under the Florida Business Corporation Act of the State of Florida.

**ARTICLE III - CAPITAL STOCK**

The aggregate number of shares which the Corporation shall have the authority to issue is 1,000 shares of Common Stock, par value \$.01 per share.

Shares of capital stock of the Corporation that have been issued and subsequently acquired by the Corporation shall constitute issued but not outstanding shares of the same class and series, until canceled or disposed of (whether by resale or otherwise) by the Corporation. If the Corporation cancels any such shares, the canceled shares shall constitute authorized and unissued shares of the same class and shall be undesignated as to series.

ARTICLE IV - INITIAL REGISTERED AGENT

The street address of the initial registered office of the Corporation is 3010 North Military Trail, Suite 300, Boca Raton, Florida 33431 and the name of the initial registered agent of the Corporation at that address is Leonard J. Sokolow.

ARTICLE V - INITIAL PRINCIPAL OFFICE

The street address of the initial principal office and mailing address of the Corporation is 3010 North Military Trail, Suite 300, Boca Raton, Florida 33431.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

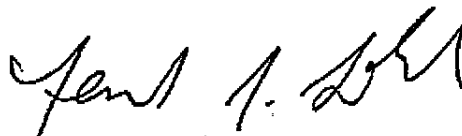
The Corporation shall have two (2) directors initially. The number of directors may be either increased or decreased from time to time as provided in the Bylaws of the Corporation, but shall never be less than one. The names and addresses of the initial directors of the Corporation are:

Leonard J. Sokolow, 3010 North Military Trail, Suite 300, Boca Raton, FL 33431; and  
Timothy Mahoney, 3010 North Military Trail, Suite 300, Boca Raton, FL 33431.

ARTICLE VII - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is Leonard J. Sokolow, 3010 North Military Trail, Suite 300, Boca Raton, FL 33431. IN WITNESS

WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 30 day of April, 2001.

  
Leonard J. Sokolow

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**CERTIFICATE DESIGNATING THE ADDRESS  
AND AN AGENT UPON WHOM PROCESS MAY BE SERVED**

**WITNESSETH:**

vFinance Investments Holdings, Inc., desiring to organize under the laws of the State of Florida, has named Leonard J. Sokolow, located at 3010 North Military Trail, Suite 300, Boca Raton, Florida 33431 as its agent to accept service of process within this state.

**ACKNOWLEDGMENT:**

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, and I am familiar with, and accept the duties and obligations of a registered agent outlined in Section 607.0505, Florida Statutes.

Dated this 30<sup>th</sup> day of April, 2001.

  
Leonard J. Sokolow