

# P010000081226

Florida Department of State  
Division of Corporations  
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**To:**

Division of Corporations  
Fax Number : (850) 205-0381

**From:**

Account Name : EMPIRE CORPORATE KIT COMPANY  
Account Number : 072450003255  
Phone : (305) 634-3694  
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## FLORIDA PROFIT CORPORATION OR P.A.

## NATIONAL HOLDINGS LIMITED, INC.

Certificate of Status	0
Certified Copy	1
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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B. McKnight AUG 17 2001

ARTICLES OF INCORPORATION  
OF

**H** 01000090914 NATIONAL HOLDINGS LIMITED, INC.

ARTICLE I: NAME

The name of this corporation is NATIONAL HOLDINGS LIMITED, INC.

ARTICLE II: PRINCIPAL PLACE OF BUSINESS

The principal place of business of this Corporation shall be 1660 NE Miami Gardens Drive, Suite 8, North Miami, Florida 33179.

The mailing address of this Corporation shall be P.O. Box 630850, Miami, Florida 33163.

ARTICLE III: SHARES

All stock issued by this corporation shall be common voting stock of a single class. The number of shares of stock that this corporation is authorized to have outstanding is one hundred million shares (100,000,000). The stock of this corporation shall have a par value of One Dollar and No Cents (\$1.00) per share. The Board of Directors shall fix the consideration to be received for each share. Such consideration shall consist of any tangible or intangible property or benefit to this corporation, including cash, promissory notes, services performed or written promises to perform services and shall have a value, in the judgment of the directors, equivalent to or greater than the par value of the shares.

ARTICLE IV: INITIAL REGISTERED AGENT AND REGISTERED OFFICE

The name of the registered agent is Gregory E. Schwartz whose registered office address is 4030-C Sheridan Street, Hollywood, Florida 33021.

ARTICLE V: PURPOSE

The corporation may engage in any legal activity. The Corporation may engage in the purchase or acquisition of property, business, rights or franchises, to incur debt, and to raise, borrow money and secure the payment of money in any lawful manner, and for the purpose of transacting any and all lawful business.

ARTICLE VI: INITIAL BOARD OF DIRECTORS AND OFFICERS

The initial board of directors shall be comprised of two persons. The number of directors may be increased from time to time as provided for in the by-laws of this corporation, but shall never be less than one. The names and addresses of the initial directors shall be

Randy Goldberg P.O. Box 630850  
Miami, Florida 33163

**H** 01000090914 Randy Goldberg will also serve as President, Treasurer and Assistant Secretary

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Aubrey Goldberg      P.O. Box 630850  
Miami, Florida 33163

Aubrey Goldberg will also serve as Vice-President and Secretary.

**ARTICLE VII:      INCORPORATOR**

The name and address of the person signing these Articles of Incorporation as incorporator is:  
Gregory E. Schwartz, 4030-C Sheridan Street, Hollywood, Florida 33021.

**ARTICLE VIII:      INDEMNIFICATION**

Directors and officers of this corporation shall be held harmless and indemnified by this corporation for all acts and omissions of such persons to the fullest extent permitted by applicable law. The terms directors and officers, as used and limited above, shall include current and former directors and officers.

**ARTICLE IX:      BY-LAWS**

The power to adopt, alter, amend or repeal the by-laws of this corporation shall be vested, respectively and concurrently, in the Board of Directors and the and the shareholder(s) of this corporation.

**ARTICLE X:      DURATION**

The Corporation may engage in any legal activity. The Corporation may engage in the purchase or acquisition of property, business, rights or franchises, to incur debt, and to raise, borrow money and secure the payment of money in any lawful manner, and for the purpose of transacting any or all lawful business.

**ARTICLE XI:      AMENDMENT**

This corporation reserves to its shareholder(s) the right to amend or repeal any provisions now or hereafter contained in these Articles of Incorporation (provided any such amendment or repeal is consistent with applicable law. Any rights which these Articles of Incorporation may confer upon this corporation may be modified or canceled by a vote of the shareholder(s) to amend or repeal such Articles of Incorporation (provided any such amendment or repeal is consistent with the provisions of applicable law).

The undersigned incorporator has executed these Articles of Incorporation this 16 day of August, 2001.

  
Gregory E. Schwartz  
Incorporator

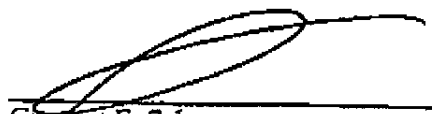
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ACCEPTANCE OF APPOINTMENT  
OF  
REGISTERED AGENT

I hereby accept the appointment as registered agent contained in the foregoing Articles of Incorporation and state that I am familiar with and accept the obligations of Section 607.0501 of the Florida Statutes.

  
\_\_\_\_\_  
Gregory E. Schwartz  
Registered Agent

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