

**Electronic Articles of Incorporation
For**

**P03000157195
FILED
December 24, 2003
Sec. Of State**

ROTHCHILD FINANCIAL HOLDING INC

The undersigned incorporator, for the purpose of forming a Florida profit corporation, hereby adopts the following Articles of Incorporation:

Article I

The name of the corporation is:

ROTHCHILD FINANCIAL HOLDING INC

Article II

The principal place of business address:

2641 E ATLANTIC BLVD
SUITE 308
POMPANO BEACH, FL. 33062

The mailing address of the corporation is:

2641 E ATLANTIC BLVD
SUITE 308
POMPANO BEACH, FL. 33062

Article III

The purpose for which this corporation is organized is:

ANY AND ALL LAWFUL BUSINESS.

Article IV

The number of shares the corporation is authorized to issue is:

100

Article V

The name and Florida street address of the registered agent is:

FENCON LLC
2641 E ATLANTIC BLVD
SUITE 308
POMPANO BEACH, FL. FL

I certify that I am familiar with and accept the responsibilities of registered agent.

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Registered Agent Signature: MICHAEL BAKERJIAN

Article VI

The name and address of the incorporator is:

FENCON LLC
2641 E. ATLANTIC BLVD. S. 308
POMPANO BEACH FL 33062

Incorporator Signature: MICHAEL BAKERJIAN

Article VII

The initial officer(s) and/or director(s) of the corporation is/are:

Title: P
EDWARD NOWAKOWSKI
302 REGENT STREET
LONDON, UK. W1B 3HH UK

Article VIII

The effective date for this corporation shall be:

01/01/2004