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Florida Department of State  
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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

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FLORIDA PROFIT/NON PROFIT CORPORATION  
NATIONAL PLANNING CORPORATION OF HOLLYWOOD, INC.

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**NATIONAL PLANNING CORPORATION OF HOLLYWOOD, INC.**

**ARTICLES OF INCORPORATION**

The undersigned, desiring to incorporate a corporation under the provisions of the Florida Business Corporation Act, does hereby certify:

1. The name of the Corporation is:

**NATIONAL PLANNING CORPORATION OF HOLLYWOOD, INC.**

2. The principal office address of the Corporation is: **2 South Biscayne Boulevard, Suite 1740, Miami, FL 33130.**

3. The aggregate number of shares of capital stock which the Corporation shall have the authority to issue is Five Hundred (500) shares of common stock having a par value of One Dollar (\$1.00) each.

4. There shall be no preemptive rights with respect to any shares of stock of the Corporation.

5. The initial registered office of the Corporation shall be located at 2 South Biscayne Boulevard, Suite 1740, Miami, FL 33140 and the initial Registered Agent shall be Jeffrey Newman.

6. The name and address of the sole incorporator hereof is:

<u>Name</u>	<u>Address</u>
Jeffrey Newman	2 South Biscayne Boulevard, Suite 1740 Miami, FL 33140

7. The initial Board of Directors shall be comprised of One (1) member. The number of Directors may be either increased or diminished from time to time by the Bylaws but shall never be less than One (1).

The names and addresses of the initial Director is:

<u>Name</u>	<u>Address</u>
Jeffrey Newman	2 South Biscayne Boulevard, Suite 1740 Miami, FL 33140

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8. The general nature of the business to be transacted by the Corporation shall be to engage in and to do any lawful act permitted under the laws of the United States of America and of the State of Florida.

9. The term for which the Corporation is to exist is perpetual.

10. The formation of the Corporation shall be effective as of the date of execution hereof.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal this 16 day of January, 2008.

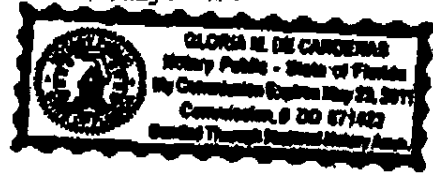
*[Handwritten Signature]*  
JEFFREY NEWMAN

STATE OF FLORIDA )  
COUNTY OF MIAMI-DADE )

BEFORE ME, the undersigned authority, personally appeared JEFFREY NEWMAN, who, upon being first duly sworn, acknowledged that he executed the foregoing document freely and voluntarily and for the purposes therein expressed.

WITNESS my hand and official seal in the County and State last aforesaid this 16 day of January, 2008.

*[Handwritten Signature]*  
Notary Public



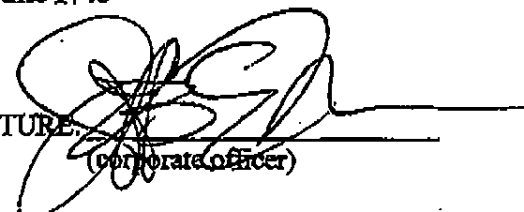
**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: **NATIONAL PLANNING CORPORATION OF HOLLYWOOD, INC.**

2. The name and address of the registered agent and office is:

**JEFFREY NEWMAN  
2 South Biscayne Boulevard, Suite 1740  
Miami, FL 33140**

SIGNATURE:   
(Corporate officer)

TITLE: Incorporator

DATE: 1/16/08

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 ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.

SIGNATURE:   
JEFFREY NEWMAN

DATE: 1/16/08

REGISTERED AGENT FILING FEE: \$35.00

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