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SECRETARY OF STATE OF ALL AHASSEF FI ORIDA



November 3, 2008

Department of State Division of Corporations Clifton Building 2661 Executive Center Circle Tallahassee, FL 32301

Re: Numismatic Guaranty Corporation International

Dear Sir/Madam:

Enclosed you will find an original and two copies of the Articles of Incorporation for the above-referenced corporation.

I am also enclosing a check payable to the Florida Department of State in the amount of \$87.50, which represents \$35 for the filing fee, \$35 for the Designation of Registered Agent, \$8.75 for a certified copy of the Articles of Incorporation, and \$8.75 for a Certificate of Status.

Numismatic Guaranty Corporation of America grants the right to use a similar corporate name to its wholly owned subsidiary, Numismatic Guaranty Corporation International.

Please file the Articles of Incorporation and send our attorneys, Norris McLaughlin & Marcus, the filed and the certified copy of the Articles of Incorporation in the enclosed prepaid FedEx envelope.

Numismatic Guaranty Corporation of America

By:
Steven Eichenbaum
Chief Executive Officer

SE:sjf:av Enclosures

NUMISMATIC GUARANTY CORPORATION INTERNATIONAL

ARTICLES OF INCORPORATION

In compliance with Chapter 607 and/or Chapter 621, F.S. (Profit)

<u>ARTICLE I</u> **NAME**

The name of the corporation shall be:

Numismatic Guaranty Corporation International

PRINCIPAL OFFICE

The principal street address is: The mailing address is:

5501 Communications Parkway Sarasota, Florida 34240

P.O. Box 4776

Sarasota, Florida 34230

ARTICLE III **PURPOSE**

The purpose for which the corporation is organized is:

Any legal purpose.

ARTICLE IV

The number of shares of stock is:

100 shares (without par value)

INITIAL OFFICERS AND/OR DIRECTORS ARTICLE V

Name(s)

Address(es)

Specific Title(s)

Mark Salzberg

5501 Communications Parkway Sarasota, Florida 34240

Director - Chairman

Steven Eichenbaum

5501 Communications Parkway

Director - Chief Executive Officer and Secretary

Sarasota, Florida 34240

REGISTERED AGENT

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

Steven Eichenbaum 5501 Communications Parkway Sarasota, Florida 34240

ARTICLE VII INCORPORATOR

The name and address of the Incorporator is:

Steven Eichenbaum 5501 Communications Parkway Sarasota, Florida 34240

<u>ARTICLE VIII INDEMNIFICATION</u>

The Corporation shall indemnify each director, officer and employee in accordance with the applicable standard of conduct and/or circumstances set forth under the provisions of the Florida Business Corporation Act, Section 607.0850. Such a determination that indemnification is proper shall be made by majority vote of the board of directors which vote shall include the vote of a director who was a party to or otherwise involved in the conduct giving rise to the necessity for indemnification. Such a determination by the board of directors shall be binding upon the director officer and/or employee and the Corporation's shareholders.

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

November 3.2008

Signature/Incorporator Steven Eichenbaum