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IRB

INTERNATIONAL RESEARCH BUREAU, INC.
Post Office Box 14189, Tallahassee, FL 32317-4189

FILED
96 FEB 23 PM 4:21
TALLAHASSEE, FLORIDA

ACCOUNT FILING COVER SHEET

ACCOUNT NUMBER: ECA000000009
REFERENCE: 88627 / 7251
(Sub Account) 100001723401
DATE: 2-23-96

REQUESTOR NAME: INTERNATIONAL RESEARCH BUREAU, INC.

ADDRESS: POST OFFICE BOX 14189
TALLAHASSEE, FL 32317

TELEPHONE: () () ext ()

CORPORATION NAME: National Holding + Acquisition Group inc.

DOCUMENT NUMBER: (if applicable)

AUTHORIZATION: RK Houb

☐ CERTIFIED COPY (1-9)
☐ CERTIFICATE OF STATUS (1-9)
☒ PLAIN STAMPED COPY

New Filing

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BROWN FEB 26 1996

ARTICLES OF INCORPORATION
OF
NATIONAL HOLDINGS & ACQUISITION GROUP, INC.

FILED
96 FEB 23 PM 4:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**THE UNDERSIGNED SUBSCRIBER TO THESE ARTICLES OF
INCORPORATION, A NATURAL PERSON COMPETENT TO CONTRACT,
HEREBY FORMS A CORPORATION UNDER THE LAWS OF THE STATE OF
FLORIDA.**

ARTICLE I: NAME

THE NAME OF THE CORPORATION SHALL BE:

**NATIONAL HOLDINGS & ACQUISITION GROUP, INC.
1331 EAST LAFAYETTE STREET, SUITE B
TALLAHASSEE, FLORIDA 32301**

ARTICLE II: NATURE OF BUSINESS

**THIS CORPORATION MAY ENGAGE OR TRANSACT IN ANY OR ALL
LAWFUL ACTIVITIES OR BUSINESS PERMITTED UNDER THE LAWS OF THE
UNITED STATES, THE STATE OF FLORIDA, OR ANY OTHER STATE,
COUNTRY, TERRITORY OR NATION.**

ARTICLE III: CAPITAL STOCK

**THE MAXIMUM NUMBER OF SHARES OF STOCK THAT THIS
CORPORATION IS AUTHORIZED TO HAVE OUTSTANDING AT ANY ONE TIME
IS 100 SHARES OF COMMON STOCK HAVING A PAR VALUE OF \$1 PER
SHARE.**

ARTICLE IV: ADDRESS

THE STREET ADDRESS OF THE INITIAL REGISTERED OFFICE OF THE CORPORATION SHALL BE 1331 EAST LAFAYETTE STREET, SUITE B, TALLAHASSEE, FLORIDA 32301 AND THE NAME OF THE INITIAL REGISTERED AGENT OF THE CORPORATION AT THAT ADDRESS IS DARRELL K. GOODWIN.

ARTICLE V: TERM OF EXISTENCE

THIS CORPORATION IS TO EXIST PERPETUALLY.

ARTICLE VI: SPECIAL PROVISION

IT IS THE INTENT OF THE INCORPORATOR THAT THE CORPORATION WILL QUALIFY UNDER SECTION 1244 OF THE INTERNAL REVENUE CODE AND THAT THE CORPORATION WILL FILE AS A SUBCHAPTER S CORPORATION.

ARTICLE VII: SUBSCRIBER

THE NAME AND STREET ADDRESS OF THE SUBSCRIBER TO THESE ARTICLES OF INCORPORATION IS DARRELL K. GOODWIN AT 1331 EAST LAFAYETTE STREET, SUITE B, TALLAHASSEE, FLORIDA 32301.

IN WITNESS WHEREOF, THE UNDERSIGNED HAS HEREUNTO SET HIS HAND AND SEAL ON THIS 21ST DAY OF FEBRUARY, 1996.

A handwritten signature in cursive script, appearing to read "Darrell K. Goodwin", is written over a horizontal line.

DARRELL K. GOODWIN
SUBSCRIBER

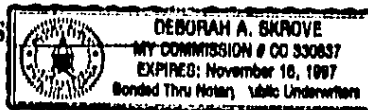
STATE OF FLORIDA,

COUNTY OF LEON.

THE FOREGOING INSTRUMENT WAS ACKNOWLEDGED BEFORE ME THIS
21ST DAY OF FEBRUARY, 1996, BY:


NOTARY PUBLIC

MY COMMISSION EXPIRES



**CERTIFICATE OF DESIGNATION OF REGISTERED AGENT
FOR
NATIONAL HOLDINGS & ACQUISITION GROUP, INC.**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA
STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE
LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT
IN DESIGNATING THE REGISTERED AGENT IN THE STATE OF FLORIDA.

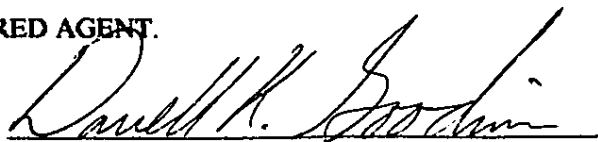
1. THE NAME OF THE CORPORATION IS:

NATIONAL HOLDINGS & ACQUISITION GROUP, INC.

2. THE NAME AND ADDRESS OF THE REGISTERED AGENT AND OFFICE
IS:

DARRELL K. GOODWIN
1331 EAST LAFAYETTE STREET, SUITE B
TALLAHASSEE, FLORIDA 32301

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT
SERVICE OF PROCESS ON THIS 21ST DAY OF FEBRUARY, 1996, FOR THE
ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS
CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED
AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO
COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE
PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM
FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS
REGISTERED AGENT.


DARRELL K. GOODWIN
REGISTERED AGENT

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TALLAHASSEE, FLORIDA
STATE