

12/02/96

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FROM: EMPIRE CORPORATE KIT COMPANY

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CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: NATIONAL HOLDING COMPANY, INC.

AUDIT NUMBER.....H96000016874

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 5

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ARTICLES OF INCORPORATION
OF
National Holding Company, Inc.

H96000016874

The undersigned does hereby subscribe to, acknowledge and file the following articles of incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation is:
National Holding Company, Inc.

ARTICLE II - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business permitted under the laws of Florida.

ARTICLE III - CAPITAL STOCK

This corporation is authorized to issue 1000 shares of \$1.00 par value common stock, which shall be designated as "Common Shares." All of said stock shall be payable in cash, property (real or personal) or labor or services in lieu thereof at a just valuation to be fixed by the board of directors.

ARTICLE IV - VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

ARTICLE V - TERM

This corporation shall commence its existence on the date of incorporation and shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE VI - INCORPORATOR(S)

The name and address of the initial incorporator(s) and subscriber hereto is as follows:

Reuben Rogatinsky
3111 Stirling Road, Ste 133
Ft. Lauderdale, FL 33312

Prepared By: Samuel S. Rogatinsky, P.A.
3111 Stirling Road
Hollywood, FL 33021
Tel: (954) 983-7511 (Florida Bar Number: 0021490)

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ARTICLE VII - INITIAL BOARD OF DIRECTORS

There shall be at least one (1) member of the board of directors of the corporation. The names and addresses of the parties who are to serve as director(s) until the next election are as follows:

Reuben Rogatinsky - Director
3111 Stirling Road, Ste 133
Ft. Lauderdale, FL 33312

The board of directors shall serve for a term of one (1) year, and shall be responsible for electing the officers of the corporation. The officers of the corporation shall consist of a President, and such other offices as the board of directors may from time to time determine is appropriate in order to carry out the activities of the corporation.

ARTICLE VIII - OFFICERS

The duties of the officers of the corporation shall be fixed in the By-Laws. Officers shall be elected annually. Officers of the corporation until the next election are as follows:

Reuben Rogatinsky - President
3111 Stirling Road, Ste 133
Ft. Lauderdale, FL 33312

ARTICLE IX - INITIAL PRINCIPAL PLACE OF BUSINESS

The street address for the initial place of business is:

3111 Stirling Road, Ste 133
Ft. Lauderdale, FL 33312

ARTICLE X - INITIAL REGISTERED OFFICE AND AGENT


The street address of the initial registered office of this corporation and name of the initial registered agent of this corporation is:

Reuben Rogatinsky
3111 Stirling Road, Ste 133
Ft. Lauderdale, FL 33312

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IN WITNESS WHEREOF, the undersigned subscriber has executed these articles of incorporation this 22nd day of December, 1996.


Reuben Rogatinsky

STATE OF FLORIDA

SS:

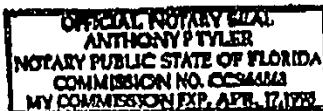
COUNTY OF Broward

BEFORE ME, a notary public authorized to take acknowledgements in the State and County set forth above, personally appeared Reuben Rogatinsky, known by me to be the person(s) who executed the foregoing articles of incorporation, and he acknowledged before me that he executed those articles of incorporation

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 22nd day of December, 1996.


NOTARY PUBLIC, STATE OF FLORIDA

MY COMMISSION EXPIRES:



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ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated herein, 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, to wit: Section 607.034 and 607.037 of the Florida Statutes.


Reuben Rogatinsky

DATED: 12 10 1996

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