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Fax Number : (850) 922-4001

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.

KARBIN HOLDINGS, P.A.

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ARTICLES OF INCORPORATION
OF
KARBIN HOLDINGS, P.A.
FEB 25 PM 12:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLE I
NAME**

The name of this Corporation is **KARBIN HOLDINGS, P.A.**

**ARTICLE II
PURPOSES**

This Corporation is organized for the purpose of rendering stock brokerage, investment, securities and all other related products and services and related services and transacting any and all lawful business permitted for such a professional service corporation under Chapters 607 and 621 of the Florida Statutes.

**ARTICLE III
STOCK**

This Corporation is authorized to issue 1000 shares of common stock with a par value of \$.01 per share.

**ARTICLE IV
REGISTERED AGENT**

The street address of the initial registered office of this Corporation is 7300 W. Camino Real, Ste. 109, Boca Raton, Florida 33433, and the name of the initial registered agent at that address is Neal Karpf.

**ARTICLE V
DIRECTORS**

This Corporation shall have one director initially. The number of directors may be increased or diminished from time to time as provided in the Bylaws, but shall never be less than one. The name and address of the initial director of this Corporation is Neal Karpf, 7300 W. Camino Real, Ste. 109, Boca Raton, Florida 33433.

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HAROLD E. KAPLAN, ESQ.
FLORIDA BAR NO. 0655449
1515 University Drive, Ste 214
Coral Springs, Florida 33971
954-345-6338

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**ARTICLE VI
INCORPORATOR**

The name and address of the incorporator of this Corporation is Neal Karpf, 7300 W. Camino Real, Ste. 109, Boca Raton, Florida 33433.

**ARTICLE VII
ADDRESS**

The principal office and mailing address of the corporation is 7300 W. Camino Real, Ste. 109, Boca Raton, Florida 33433.

**ARTICLE VIII
INDEMNIFICATION**

This Corporation shall indemnify, defend, save and hold harmless and insure its officers and directors to the fullest extent permitted by law either now or hereafter.

**ARTICLE IX
PERPETUAL EXISTENCE**

This Corporation shall have perpetual existence unless sooner dissolved as provided by law.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 25 day of February, 1999.

KARBIN HOLDINGS, P.A.

Neal Karpf
Neal Karpf, Incorporator

**ACCEPTANCE OF APPOINTMENT
OF
REGISTERED AGENT**

The undersigned hereby accepts the appointment as registered agent contained in the foregoing Articles of Incorporation.

Neal Karpf
Neal Karpf, Registered Agent

HAROLD E. KAPLAN, ESQ.
FLORIDA BAR NO. 0655449
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