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DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

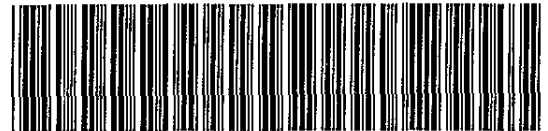
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



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FILED
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VIA FEDERAL EXPRESS
TALLAHASSEE, FLORIDA

July 16, 2003

Registration Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Re: **SECURED HOLDINGS, INC.**

Dear Sir or Madam:

Enclosed are the following documents to qualify the above referenced Nevada corporation to do business in the state of Florida:

1. Transmittal Letter.
2. Application by Foreign Profit Corporation for Authorization to Transact Business in Florida;
3. Certificate of Status issued by the State of Nevada;
4. Check in the amount of \$87.50, for the filing fee, certificate of status and a certified copy.

Please return the documents to my attention billing Federal Express Account No. 1445-0717-7 (a completed airbill is enclosed for your use).

Thank you for your assistance with this matter.

Very truly yours,

A handwritten signature in cursive script that reads "Eileen Miller".

Eileen Miller
Legal Department

/em
Enclosures

TRANSMITTAL LETTER

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TO: Registration Section
Division of Corporations

SUBJECT: SECURED HOLDINGS, INC.
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

EILEEN MILLER
(Name of Person)
OLEN
(Firm/Company)
7 CORPORATE PLAZA
(Address)
NEWPORT BEACH, CA 92660
(City/State and Zip code)

For further information concerning this matter, please call:

EILEEN MILLER at (949) 719-7212
(Name of Person) (Area Code & Daytime Telephone Number)

STREET ADDRESS:
Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- \$70.00 Filing Fee
- \$78.75 Filing Fee & Certificate of Status
- \$78.75 Filing Fee & Certified Copy
- \$87.50 Filing Fee, Certificate of Status & Certified Copy

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

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IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. SECURED HOLDINGS, INC.

(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. NEVADA

(State or country under the law of which it is incorporated)

3. 88-0435912

(FEI number, if applicable)

4. 8-30-99

(Date of incorporation)

5. PERPETUAL

(Duration: Year corp. will cease to exist or "perpetual")

6. UPON QUALIFICATION

(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 8620 PEACE WAY, LAS VEGAS, NV 89147

(Principal office address)

7 CORPORATE PLAZA, NEWPORT BEACH, CA 92660

(Current mailing address)

8. REAL ESTATE

(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)

Name: IGOR M. OLENICOFF

Office Address: 1062 CORAL RIDGE DRIVE

CORAL SPRINGS

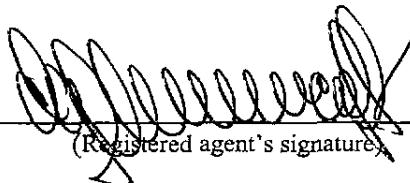
(City)

, Florida 33071

(Zip code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: IGOR M. OLENICOFF
Address: 7 CORPORATE PLAZA, NEWPORT BEACH, CA 92660

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TALLAHASSEE, FLORIDA

Vice Chairman: ANDREI OLENICOFF
Address: 7 CORPORATE PLAZA
NEWPORT BEACH, CA 92660

Director:

Address:

Director:

Address:

B. OFFICERS

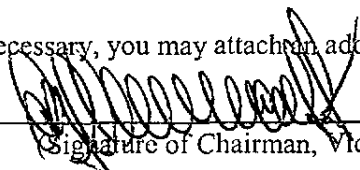
President: IGOR M. OLENICOFF
Address: 7 CORPORATE PLAZA
NEWPORT BEACH, CA 92660

Vice President: ANDREI OLENICOFF
Address: 7 CORPORATE PLAZA
NEWPORT BEACH, CA 92660

Secretary: IGOR M. OLENICOFF
Address: 7 CORPORATE PLAZA, NEWPORT BEACH, CA 92660

Treasurer: ANDREI OLENICOFF
Address: 7 CORPORATE PLAZA, NEWPORT BEACH, CA 92660

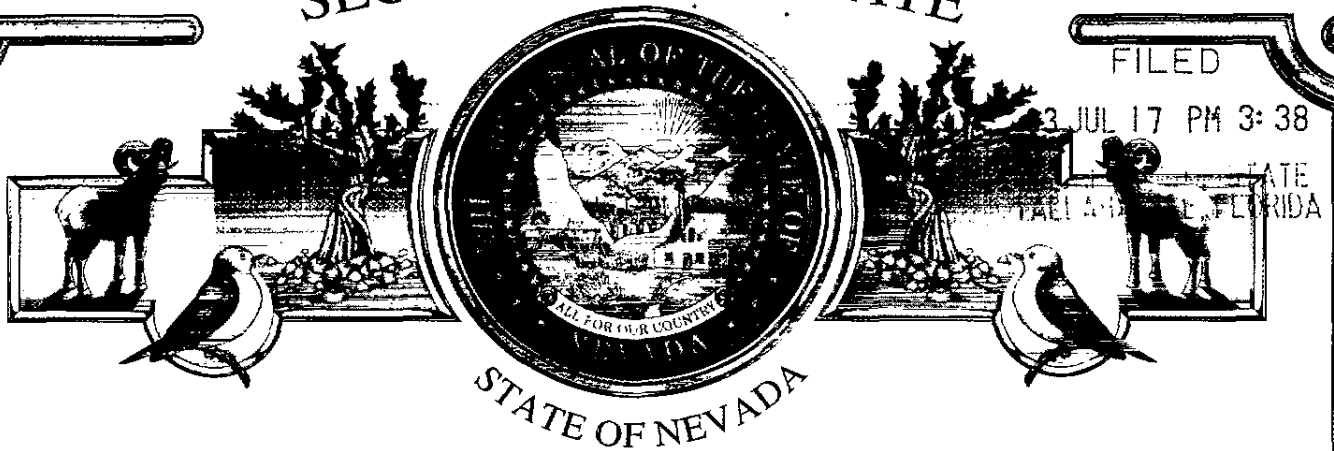
NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. IGOR M. OLENICOFF, PRESIDENT

(Typed or printed name and capacity of person signing application)

SECRETARY OF STATE



CERTIFICATE OF EXISTENCE WITH STATUS IN GOOD STANDING

I, DEAN HELLER, the duly elected and qualified Nevada Secretary of State, do hereby certify that I am, by the laws of said State, the custodian of the records relating to filings by corporations, non-profit corporations, corporation soles, limited-liability companies, limited partnerships, limited-liability partnerships and business trusts pursuant to Title 7 of the Nevada Revised Statutes which are either presently in a status of good standing or were in good standing for a time period subsequent of 1976 and am the proper officer to execute this certificate.

I further certify that the records of the Nevada Secretary of State, at the date of this certificate, evidence, **SECURED HOLDINGS, INC.**, as a corporation duly organized under the laws of Nevada and existing under and by virtue of the laws of the State of Nevada since August 30, 1999, and is in good standing in this state.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office, in Carson City, Nevada, on July 8, 2003.



Dean Heller

DEAN HELLER
Secretary of State

By

Clab

Certification Clerk