



INVESTMENTS, INC.

F96000001971

1428 Midway Road  
Menasha, WI 54952  
(920) 954-2727 Fax (920) 954-2740  
(800) 426-5975

September 16, 1998

Thelma Lewis  
Corporate Specialist Supervisor  
Florida Department of State  
Division of Corporations  
PO Box 6327  
Tallahassee, FL 32314

300002646393--2  
-09/22/98--01003-022  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Subject: Secura Investments, Inc.  
Ref #: F96000001971

Dear Ms. Lewis

I am following up on our telephone conversation of this morning confirming that our name, which is registered with the NASD is indeed available in the state of Florida. I am resubmitting our annual report and our original documentation of name change from Secura Investments, Inc. to SII Investments, Inc. with your department.

I am stating in this communication that the name SII Investments, Inc. as amended in the state of Wisconsin is made up of three letters S, I & I and does not contain any numerals. Our name should not be confused with any corporation that may use roman numerals as a part of their name.

Thank you, for your help in this matter. If I may be of any further assistance in the filing of the enclosed documents with your state please contact me at (800) 954-2727 x7012

Sincerely,

Jane Schless  
Office Manager

FILED  
98 SEP 22 PM 1:09  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

July 17, 1998

SII INVESTMENTS, INC.  
P. O. BOX 5097  
APPLETON, WI 54913-5097

SUBJECT: SECURA INVESTMENTS, INC.  
Ref. Number: F96000001971

We have received your document for SECURA INVESTMENTS, INC. and check(s) totaling \$35.00. However, your check(s) and document are being returned for the following:

Please accept our apology for having sent the wrong form.

A foreign corporation which has changed its name, duration, jurisdiction, or purpose (nonprofit corporation only), should file an amended application in this office within 30 days after the occurrence of any such change. The form should be accompanied by an original certificate from the domicile state issued within the past 90 days evidencing the change and a filing fee of \$35.

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the DOCUMENT SPECIALIST indicated.

If you have any questions concerning this matter, please either respond in writing or call (850) 487-6905.

~~850-487-6905~~  
Thelma Lewis  
Corporate Specialist Supervisor

Letter Number: 198A00038101

*Clas. State. Fl. US*

**PROFIT CORPORATION**  
**APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO**  
**APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**  
(Pursuant to s. 607.1504, F.S.)

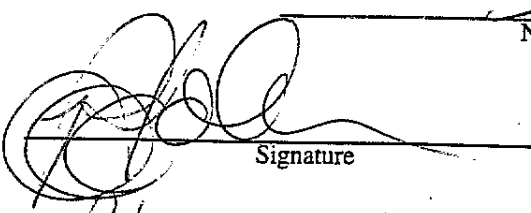
**SECTION I**  
**(1-3 MUST BE COMPLETED)**

FILED  
98 SEP 22 PM 1:09  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

1. SECURA INVESTMENTS, INC.  
Name of corporation as it appears on the records of the Department of State.
2. WI  
Incorporated under laws of
3. 4/19/98  
Date authorized to do business in Florida

**SECTION II**  
**(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)**

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? 7/2/98
5. SII Investments, Inc.  
Name of corporation after the amendment, adding suffix "corporation" "company" or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation.
6. If the amendment changes the period of duration, indicate new period of duration.  
PERPETUAL  
New Duration
7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

  
Signature

Peter M. Johnson  
Typed or printed name

9-16-98  
Date

CFO, COO, EVP  
Title

DFI/CCS/Corp  
Fm 38 (7/96)

United States of America

State of Wisconsin

DEPARTMENT OF FINANCIAL INSTITUTIONS

I, RICHARD L. DEAN, Secretary, Department of Financial Institutions, do hereby certify that the annexed copy has been compared by me with the record on file in the Corporations unit of the Division of Corporate & Consumer Services of this department and that the same is a true copy thereof, and of the whole of such record; and that I am the legal custodian of such record, and that this certification is in due form.

IN TESTIMONY WHEREOF, I have  
hereunto set my hand and affixed  
the official seal of the Department.



Richard L. Dean, Secretary  
Department of Financial Institutions

DATE: JUN - 3 1998

BY: *Patricia Weber*

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Effective July 1, 1996, the Department of Financial Institutions assumed the functions previously performed by the Corporations Division of the Secretary of State and is the successor custodian of corporate records formerly held by the Secretary of State.

1106734

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RESTATED  
ARTICLES OF INCORPORATION  
of  
~~SECURA INVESTMENTS, Inc.~~  
(formerly known as Homeco Securities, Inc.)

RESOLVED, that the Articles of Incorporation of ~~SECURA INVESTMENTS, Inc.~~  
(formerly known as Homeco Securities, Inc.) be restated to read as hereinafter  
provided, and that such Restated Articles of Incorporation shall supersede and  
take the place of the heretofore existing Articles of Incorporation as same may  
have been restated or amended from time to time.

ARTICLE I

The name of the corporation is SECURA INVESTMENTS, Inc.

ARTICLE II

The period of its existence is perpetual.

ARTICLE III

The purposes for which the corporation is organized are to engage in  
business as a securities broker and dealer within the meaning of Chapter 551 of  
the Wisconsin Statutes and of Title 15 of the United States Code and also to  
engage in any other lawful activity within the purposes for which corporations  
may be organized under the Wisconsin Business Corporation Law, Chapter 180 of  
the Wisconsin Statutes.

ARTICLE IV

The aggregate number of shares which the corporation shall have authority  
to issue is fifty thousand (50,000), consisting of one class only, designated as  
"common stock," of the par value of one cent (\$.01) per share.

Such one cent (\$.01) par value common stock may be issued by the  
corporation from time to time, for such consideration, but not less than the  
par value thereof, as may be fixed from time to time by the Board of Directors.  
Any and all shares so issued, the fixed consideration for which has been paid or  
delivered, shall be deemed fully paid stock and not liable for any further call  
or assessment thereon, and the holder of such stock shall not be liable for any  
further payment.

Each share of common stock of the corporation without par value issued and  
outstanding or held in the treasury of the corporation immediately prior to the  
close of business on May 15, 1986, is changed into and reclassified as one  
fully paid and nonassessable share of common stock, par value one cent (\$.01)  
per share. Effective at the close of business on May 15, 1986, each



Restated Articles  
- Name Change

Winnebago  
\$ 25

Robert D. Bauman  
Home Mutual Insurance Company  
P. O. Box 819  
Appleton, WI 54912

STATE OF WISCONSIN  
FILED

OCT 07 1985

DOUGLAS LA FOLLETTE  
SECRETARY OF STATE

01 1406734

DF/CSS/Corp  
Form 4  
WISCONSIN

7/96

# ARTICLES OF AMENDMENT

## Stock (for profit)

A. Name of Corporation: SBCURA INVESTMENTS, Inc.  
(specify any change effected by this amendment)

*Text of Amendment (Refer to the existing articles of incorporation and instruction A. Determine those items to be changed and set forth below the number identifying the paragraph being changed and how the amended paragraph is to read.)*

**RESOLVED, THAT,** the name of the corporation is changed from SBCURA INVESTMENTS, Inc. to SII Investments, Inc.

OK MS

ACCT# 0000001094 CLASS CODE 340  
TRX# 0000693649 \$25.00  
ACCT# 0000001094 CLASS CODE 310  
TRX# 0000693648 \$40.00

B. Amendment(s) to the articles of incorporation adopted on June 30th 1997

Indicate the method of adoption by checking the appropriate choice below:

( ) In accordance with sec. 180.1002, Wis. Stats. (By the Board of Directors)

OR

( x ) In accordance with sec. 180.1003, Wis. Stats. (By the Board of Directors and Shareholders)

OR

( ) In accordance with sec. 180.1005, Wis. Stats. (By Incorporators or Board of Directors, before issuance of shares)

C. Executed on behalf of the corporation on June 30th 1997 (date)

Michael B. Cronin  
(signature)

RECEIVED

JUL 1 1997

WISCONSIN  
DFI

Michael B. Cronin

(printed name)

President

(officer's title)

D. This documents was drafted by Attorney Charles D. Kochler

FILING FEE - \$40.00 OR MORE

SEE REVERSE for Instructions, Suggestions, Filing Fees and Procedures

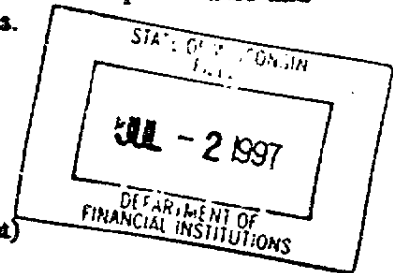


ARTICLES OF AMENDMENT Stock (for profit) + \$40.00 Exp. KC

Changes Name

Attorney Charles D. Kochler
800 North Lyndale Drive
Appleton, WI 54914

- Please indicate where you would like the acknowledgment copy of the filed document sent. Please include complete name and mailing address.



Your phone number during the day: (414) 739-7366.

INSTRUCTIONS (Ref. sec. 180.1006 Wis. Stats. for document content)

Submit one original and one exact copy to Department of Financial Institutions, P.O. Box 7846, Madison, Wisconsin, 53707-7846. (If sent by Express or Priority U.S. mail, address to 30 W Mifflin Street, 9th Floor, Madison, WI 53703). The original must include an original, manual signature (sec. 180.0120(3)(c), Wis. Stats.)

A. State the name of the corporation (before any changes effected by this amendment), and the text of the amendment(s). The text should recite the resolution adopted (e.g., "RESOLVED, THAT, Article 1 of the Articles of Incorporation is hereby amended to read as follows...etc.")

If an amendment provides for an exchange, reclassification or cancellation of issued shares, state the provisions for implementing the amendment if not contained in the amendment itself.

B. Enter the date of adoption of the amendment(s). If there is more than one amendment, identify the date of adoption of each. Mark one of the three choices to indicate the method of adoption of the amendment(s).

By Board of Directors - Refer to sec. 180.1002 Wis. Stats. for specific information on the character of amendments that may be adopted by the Board of Directors without shareholder action.

By Board of Directors and Shareholders - Amendments proposed by the Board of Directors and adopted by shareholder approval. Voting requirements differ with circumstances and provisions in the articles of incorporation. See sec. 180.1003 Wis. Stats. for specific information.

By Incorporators or Board of Directors - Before issuance of shares - See sec. 180.1005 Wis Stats for conditions attached to the adoption of an amendment approved by a vote or consent of less than 2/3rds of the shares subscribed for.

C. Enter the date of execution and name and title of the person signing the document. The document must be signed by one of the following. An officer (or incorporator if directors have not yet been elected) of the corporation or the fiduciary if the corporation is in the hands of a receiver, trustee, or other court-appointed fiduciary. At least one copy must bear an original manual signature

D. If the document is executed in Wisconsin, sec. 14.38(14) Wis Stats. provides that it shall not be filed unless the name of the drafter (either an individual or a governmental agency) is printed in a legible manner.

FILING FEES

Submit the document with a minimum filing fee of \$40.00, payable to DEPARTMENT OF FINANCIAL INSTITUTIONS. If the amendment causes an increase in the number of authorized shares, provide an additional fee of 1 cent for each new authorized share. When the document has been filed, an acknowledgment copy stamped "FILED" will be sent to the address indicated above.