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TALLAHASSEE, FLORIDA

Requester's Name

Address

1 From 3-15
Date Phone #

Sender's Name Sheldon B. Williams Phone 305 362-1991

Company Fidelity Deposit Co. of London

Office Use Only

Address 15745 Eagle Nest Ln. #200 Dept/Floor/Suite/Room (known):

City Miami Lakes State FL ZIP 33014

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-03/16/01--01067--016

- 1. _____ (Corporation Name) _____ (Document #) *****358.75 ***358.75**
- 2. _____ (Corporation Name) _____ (Document #)
- 3. _____ (Corporation Name) _____ (Document #)
- 4. _____ (Corporation Name) _____ (Document #)

CC & COS

- Walk in
- Mail out
- Pick up time _____
- Will wait
- Certified Copy
- Certificate of Status
- Photocopy

NEW FILINGS

AMENDMENTS

- Profit
- Not for Profit
- Limited Liability
- Domestication
- Other

- Amendment
- Resignation of R.A., Officer/Director
- Change of Registered Agent
- Dissolution/Withdrawal
- Merger

OTHER FILINGS

REGISTRATION/QUALIFICATION

- Annual Report
- Fictitious Name

- Foreign
- Limited Partnership
- Reinstatement
- Trademark
- Other

Examiner's Initials

Handwritten signature and date 3-21-01

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**AFFIDAVIT TO THE FLORIDA SECRETARY OF STATE
TO FILE OR QUALIFY**

FILED
01 APR 16 AM 8:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**FIDELITY & DEPOSIT COMPANY OF LONDON
A BUSINESS TRUST**

In accordance with Section 609.02 of the Florida Statutes, pertaining to Common Law Declarations of Trust, the undersigned, the Chairman of the Board of Trustees of **OLIVER COY TRUST COMPANY**, a Delaware Trust hereby affirms in order to file or qualify **FIDELITY & DEPOSIT COMPANY OF LONDON**, in the State of Florida.

1. Two or more persons are named in the Trust.
Sheldon B. Williams
Richard Baxter
2. The principal address is:
15495 Eagle Nest Lane, Suite 233, Miami Lakes, Florida 33014.
3. The registered agent and street address in the State of Florida are:

Sheldon B. Williams, 15495 Eagle Nest Lane, Suite 233, Miami Lakes, Florida 33014.

4. Acceptance by the registered agent: Having been named as registered agent to accept service of process for the above named Declaration of Trust at the place designated in this affidavit, I hereby accept the appointment as registered agent and agree to act in this capacity.



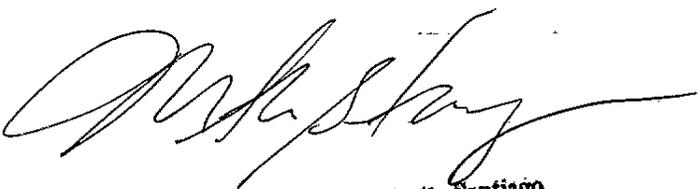
(Signature of Registered Agent)

5. I certify that the attached is a true and correct copy of the Declaration of Trust under which the association proposes to conduct its business in Florida.



Sheldon B. Williams
Chairman of the Board

NOTARY



 **Mirtha Ivette Santiago**
Commission # CG 856583
Expires - July 20, 2003
Bonded Thru
Atlantic Bonding Co., Inc.

Filing Fee: \$350.00
Certified Copy: \$ 8.75 (optional)

CERTIFICATE OF TRUST
OF
FIDELITY & DEPOSIT COMPANY OF LONDON

FILED
01 MAR 16 AM 8:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THIS certificate of FIDELITY & DEPOSIT COMPANY OF LONDON (the "Trust") dated as of June 1, 2000, is being duly executed and filed by Oliver Coy Trust Company, a Delaware business trust corporation, as trustee, to form a business trust under the Common Law Declaration of Trust in accordance with Section 609.02 of the Florida Statutes.

1. Name. The name of the business trust formed hereby is Fidelity & Deposit Company of London.
2. Initial Trustee(s). The name and address of the of the trustee(s) in the State of Florida is Sheldon B. Williams and Richard Baxter, 15495 Eagle Nest Lane, Suite 200, Miami Lakes, Florida 33014
3. Purpose of Trust. The purpose of the Trust is to engage in the following activities:
 - (i) to supply all members of the trust various financial and insurance products and services from third party participants and affiliates through structured agreements between the trust and specified third parties and affiliates inclusive of but not limited to, banking institutions, investment banks, insurance companies, re-insurers, mortgage banks and financial service firms.
 - (ii) to buy sell securities, real estate, mortgages, as specified in contracts between trust members, as well as lend monies for residential, commercial, industrial agricultural and other purposes defined in separate, private lending agreements. To accept into custody various cash, assets and collateral, for the purpose of achieving funding for trust members.
 - (iii) to assign, grant, transfer, pledge, mortgage and convey the owner(s) trust estate pursuant to the terms of the indentures and to hold, manage and distribute to the trust members pursuant to the terms of the operating agreements, mortgages, and other transaction agreements defined from time to time.
 - (iv) to enter into and perform its obligations under the operative documents to which is to be a party;
 - (v) to engage in those activities, including entering into agreements, that are necessary, suitable or convenient to accomplish the foregoing or are incidental thereto or connected therewith; and
 - (vi) subject to compliance with the operative documents, to engage in such other activities as may be required in connection with conversation of the assets of the Trust and the making of distributions to the trust members and the owners of the trust instruments.

The Trust is hereby authorized to engage in the foregoing activities and shall not engage in any activity other than in connection with the foregoing or other than as required or Authorized by the terms of this agreement or the operative documents.

APPOINTMENT OF TRUSTEE(S)

The Depositor hereby appoints the Trust Administrator and Owner Appointee as trustee(s) of Trust named herein below effective as of the date hereof, to have all the rights, powers and duties set forth herein. The Trust Administrator and Appointed hereby accepts its appointment subject to the terms and conditions hereof.

INITIAL CAPITAL CONTRIBUTION FO THE OWNER(S) TRUST ESTATE

The Depositor hereby sells, assigns, transfers, conveys and sets over to the Trust Administrator and Appointed Trustee(s), as of the date hereof, the sum of \$1. The Trust Administrator and Appointed Trustee hereby acknowledges receipt in trust from the Depositor, as of the date hereof, of the foregoing contribution which shall constitute the initial Owner(s) Trust Estate and shall be deposited in the Trust Distribution Account. The Depositor or the Beneficiary shall pay the organizational expenses of the Trust as they may arise or shall, upon the request of the Trust Administrator and Appointed Trustee, promptly reimburse the Owner(s) for any such expenses paid by the Owner(s).

DECLARATION OF TRUST

The Trust Administrator and Appointed Trustee hereby declares that it shall hold the Owner Trust Estate in trust upon the subject to the conditions set forth herein for the use and benefit of the Members, subject to the obligations of the Trust under the Operative Documents. It is the intention of the parties hereto that the Trust shall constitute a business trust under the Business Trust Statute and pertaining to Common Law Declarations of Trust in accordance with Section 609.02 of the Florida Statutes, and that this agreement shall constitute the governing instrument of such business trust. It is the intention of the parties hereto that, for federal and state income and state and local franchise tax purposes, the Trust shall not be treated as (i) an association subject separately to taxation as a corporation, (ii) a "publicly traded partnership" as defined in Treasury Regulation Section 1.7704-1 or (iii) a "taxable debt pool" as defined in Section 7701 (l) of the Code, and that each Series of instruments shall be classified, and the provisions of this Trust Agreement shall be interpreted to further this intention. Effective of the date hereof, the Trust Administrator and Appointed Trustee shall have the rights, powers and duties set forth herein and in the Business Trust Statute with respect to accomplishing the purposes of the Trust. The Trust Administrator and Appointed Trustee shall file the Certificate of Trust pursuant to the Business Trust Statute and the Common Law Declarations of Trust in accordance with Section 609.02 of the Florida Statutes with the Secretary of State.

This Certificate of Trust shall be effective as of its filing. IN WITNESS WHEREOF, the undersigned, being Trustee(s) of the Trust, has executed this Certificate of Trust as of the date first above written.

OLIVER COY TRUST COMPANY,
Not in its individual capacity but solely as Trust Administrator and Appointed Trustee(s):

This Certificate of Trust was signed June 1, 2000, by the following parties:

By: [Signature]
Sheldon B. Williams
Chairman

[Signature]
Richard Baxter
Trustee

Witness: [Signature]

Witness: [Signature]

FILED
01 MAR 16 AM 8:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA