

F 9800000414Z

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: American Fidelity Dual Strategy Fund, Inc.

(Name of corporation - must include suffix)

700002593417--8
-07/20/98--01107--001
*****70.00 *****70.00

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:

Kimberly Wagoner

(Name of Person)

American Fidelity Corporation

(Firm/Company)

2000 Classen Center, Suite 7N

(Address)

Oklahoma City OK 73106

(City/State/Zip)

Should you need to call someone concerning this matter, please call:

Kimberly Wagoner

(Name of Person)

at (800) 654-8489 ext. 5290

(Area Code & Daytime Telephone Number)

COURIER ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

7/21
FILED
98 JUL 20 PM 10:47
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

*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.*

1. American Fidelity Dual Strategy Fund, 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. Maryland 3. 73-1544180
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 3/18/98 5. perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. upon qualification
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 2000 Classen Center, Suite 7N
Oklahoma City OK 73106
(Current mailing address)
8. To conduct, operate and carry on the business of an investment company and exercise all other powers permitted under the State's general business corporations laws.
(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: CT Corporation System
- Office Address: 1200 South Pine Island Road
Plantation, Florida, 33324
(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.

SEE ATTACHED

(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.

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ACCEPTANCE OF APPOINTMENT

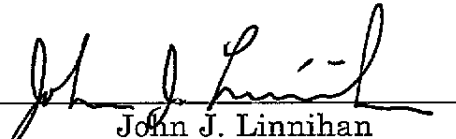
RE: AMERICAN FIDELITY DUAL STRATEGY FUND, INC.(MD)

Pursuant to Sections 48.091 and 607.0501, Florida Statutes, the undersigned acknowledges and accepts its appointment as registered agent of the above corporation and agrees to act in the capacity and to comply with the provisions of the Florida Business Corporation Act (1990) relative to keeping open the registered office at the address specified above. The undersigned is familiar with, and accepts the obligations of, Section 607.0505, Florida Statutes.

Dated: June 1, 1998

C T CORPORATION SYSTEM

By



John J. Linnihan
Assistant Vice President

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TALLAHASSEE FLORIDA

12. Names and addresses of officers and/or directors: (Street address ONLY - P.O. Box NOT acceptable)

A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: SEE ATTACHED

Address:

Vice Chairman:

Address:

Director:

Address:

Director:

Address:

B. OFFICERS (Street address only - P.O. Box NOT acceptable)

President: SEE ATTACHED

Address:

Vice President:

Address:

Secretary:

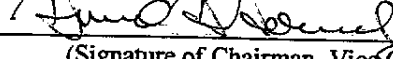
Address:

Treasurer:

Address:

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TALLAHASSEE FLORIDA

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. Daniel D. Adams, Jr., Secretary
(Typed or printed name and capacity of person signing application)

AMERICAN FIDELITY DUAL STRATEGY FUND, INC.
LIST OF OFFICERS/DIRECTORS

POSITION	NAME AND ADDRESS
President , Treasurer & Director	John W. Rex 2000 Classen Center, Suite 7N Oklahoma City OK 73106
Secretary & Director	Daniel D. Adams, Jr. 2000 Classen Center, Suite 7N Oklahoma City OK 73106
Director	Edward C. Joulilian, III Mustang Fuel Corporation 2000 Classen Center, Suite 800E Oklahoma City OK 73106
Director	G. Rainey Williams, Jr. 6301 N. Western, Suite 200 Oklahoma City OK 73118
Director	Jean G. Gumerson Presbyterian Health Foundation 711 Stanton L. Young Blvd, Suite 604 Oklahoma City OK 73104
Director	Gregory M. Love Love's Country Stores, Inc. 10601 N. Pennsylvania PO Box 26210 Oklahoma City OK 73126
Director	J. Dean Robertson, DDS 6505 N. Hillcrest Oklahoma City OK 73116

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STATE OF MARYLAND

644903

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

301 West Preston Street Baltimore, Maryland 21201

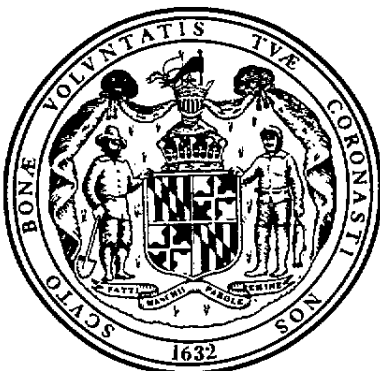
I, GLORIA J. WATSON OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF THE STATE OF MARYLAND, DO HEREBY CERTIFY THAT SAID DEPARTMENT, BY THE LAWS OF SAID STATE, IS THE CUSTODIAN OF THE RECORDS OF THIS STATE RELATING TO THE FORFEITURE OR SUSPENSION OF CORPORATE CHARTERS, OR OF CORPORATIONS TO TRANSACT BUSINESS IN THIS STATE; AND I AM THE PROPER OFFICER TO EXECUTE THIS CERTIFICATE.

I FURTHER CERTIFY THAT AMERICAN FIDELITY DUAL STRATEGY FUND, INC. IS A CORPORATION DULY INCORPORATED AND EXISTING UNDER AND BY VIRTUE OF THE LAWS OF MARYLAND AND SAID CORPORATION HAS FILED ALL ANNUAL REPORTS REQUIRED, HAS NO OUTSTANDING LATE FILING PENALTIES ON THOSE REPORTS, AND HAS A RESIDENT AGENT. THEREFORE, THE CORPORATION IS AT THE TIME OF THIS CERTIFICATE IN GOOD STANDING WITH THIS DEPARTMENT AND DULY AUTHORIZED TO EXERCISE ALL THE POWERS RECITED IN ITS CHARTER OR CERTIFICATE OF INCORPORATION, AND TO TRANSACT BUSINESS IN THE STATE OF MARYLAND.

SECRETARY OF STATE
TALLAHASSEE FLORIDA

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IN WITNESS WHEREOF, I HAVE HEREUNTO SET MY HAND AND AFFIXED THE SEAL OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND AT BALTIMORE THIS 22ND DAY OF JUNE, 1998.

Gloria J. Watson
GLORIA J. WATSON
OFFICE SUPERVISOR II