

**BRASHEAR & ASSOCIATES, P.L.**  
*C o u n s e l o r s   A t   L a w*

*PO10000 388/4*

926 N.W. 13th Street  
Gainesville, FL 32601-4140  
voice: 352/336-0800  
fax: 352/336-0505  
Brashear@NFlaLaw.com  
www.NFlaLaw.com  
BRUCE BRASHEAR  
WILLIAM CLAYTON MARTIN III

April 12, 2001

Secretary of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

200004008672--8  
-04/13/01--01088--007  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

**RE: S & D SECURED FUTURES, INC.**

Gentlemen:

Please find the original and one (1) copy of the Articles of Incorporation for the above-referenced corporation. Upon filing should you determine that this corporation's name is too similar to that of an existing corporation, please call this office collect before returning the enclosed documents.

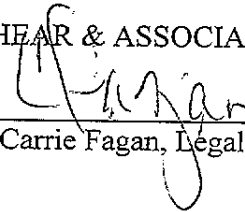
Also enclosed, please find our check in the amount of \$78.75 representing the following:

Filing Fee	\$ 35.00
Certificate Designating Resident Agent	35.00
Certified Copy of Articles of Incorporation	8.75

After filing the original Articles of Incorporation, please certify the enclosed copy and return same to this office.

Sincerely,

BRASHEAR & ASSOCIATES, P.L.

By:   
Carrie Fagan, Legal Assistant

Enclosures

D. WHITE APR 17 2001

**FILED**  
01 APR 13 PM 3:19  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION  
OF  
S & D SECURED FUTURES, INC.

**FILED**  
01 APR 13 PM 3:19  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

Article I

*Name.* The name of this Corporation is S & D Secured Futures, Inc.

Article II

*Principal Office.* The address of the principal office of the Corporation is 2831 S.W. 68<sup>th</sup> Lane, Gainesville, FL 32608.

Article III

*Duration.* The period of duration of this Corporation shall be perpetual, commencing on the date of execution and acknowledgment of these articles.

Article IV

*Purpose.* The purpose of this Corporation is to engage in any activities or businesses permitted under the laws of the United States and under the Florida General Corporation Act including, but not limiting the acquisition of life insurance bonds, debentures, commodities, leaseholds, options, puts and calls, easements, mortgages, notes, mutual funds, investment trusts, common trust funds, voting trust certificates, and any class of stock or right to subscribe for stock, including trading on margin.

Article V

*Capital Stock.* This Corporation is authorized to issue 1,000 shares of \$.001 par value common stock.

Article VI

*By-Laws.* The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and Shareholders.

Article VII

*Initial Registered Office and Agent.* The street address of the initial registered office of this Corporation is 2831 S.W. 68<sup>th</sup> Lane, Gainesville, FL 32608, and the name of the initial registered agent of this Corporation is Sherrie A. Kezele-Sullivan.

Article VIII

*Initial Board of Directors.* The Corporation shall have two (2) Directors initially. The number of Directors may either be increased or diminished from time to time by the By-Laws, but it shall never be less than one. The names and addresses of the initial Directors of this Corporation are:

Sherrie A. Kezele-Sullivan  
2831 S.W. 68<sup>th</sup> Lane  
Gainesville, FL 32608

Debra Jo Langlois  
P. O. Box 681  
Bronson, FL 32621

**FILED**

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

Article IX

*Incorporator.* The name and address of the person signing these Articles is Sherrie A. Kezele-Sullivan, 2831 S.W. 68<sup>th</sup> Lane, Gainesville, FL 32608.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 12 day of 04, 2001.

  
SHERRIE A. KEZELE-SULLIVAN  
Incorporator

**STATE OF FLORIDA  
COUNTY OF ALACHUA**

The foregoing instrument was acknowledged before me this 12 day of April, 2001, by SHERRIE A. KEZELE-SULLIVAN who is personally known to me or who has produced Florida Driver License S41579159715D as identification, and who says that she is Incorporator of these Articles of Incorporation and as such Incorporator verifies that all statements and information contained herein are true and correct.

DATED this 12 day of April, 2001.



(SEAL) Carrie P. Fagan  
MY COMMISSION # CC993032 EXPIRES  
January 10, 2005  
BONDED THRU TROY FAIN INSURANCE, INC.

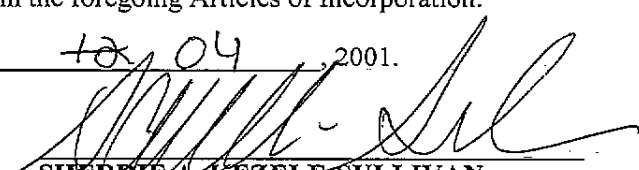
  
Notary Public

Printed Name  
My Commission Expires:

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of S & D SECURED FUTURES, INC. which is contained in the foregoing Articles of Incorporation.

DATED this 12 day of 04, 2001.

  
SHERRIE A. KEZELE-SULLIVAN  
Registered Agent