

P040000010766

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04 JAN 14 PM 3:03  
SECRETARY OF STATE  
TALLAHASSEE, FL 32304

W04-980

## Transmittal Letter

**The name of the Corporation is: U.S. Securities Group, Inc.**

**Return Address:** Please send ALL corresponding documentation including the certificate of status to U.S. Securities Group at: 16700 SW 77<sup>th</sup> Avenue Miami, FL 33157.

**Payment:** A Money Order is enclosed for \$87.50 which covers the incorporation and a certificate of status.



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

January 8, 2004

U.S. SECURITIES GROUP  
16700 SW 77TH AVENUE  
MIAMI, FL 33157

SUBJECT: U.S. SECURITIES GROUP, INC.  
Ref. Number: W04000000980

We have received your document for U.S. SECURITIES GROUP, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

**Adding "of Florida" or "Florida" to the end of a name is not acceptable.**

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with an address and telephone number where you can be reached during working hours.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6931.

Becky McKnight  
Document Specialist  
New Filings Section

Letter Number: 404A00001348

**ARTICLE I  
NAME**

The name of the corporation shall be: **U.S. Securities Group Portfolios, Inc.**

**ARTICLE II**

The Corporation shall be organized for any and all purposes authorized under the laws of the state of Florida.

**ARTICLE III  
PERIOD OF EXISTENCE**

The period during which the corporation shall continue is perpetual.

**ARTICLE IV  
SHARES**

The capital stock authorized for this corporation shall consist of 1,100,000 shares of common stock, no par value. The common stock shall be divided into two classes, Class A common shares and Class B common shares. There shall be 1,000,000 shares of Class A Common Stock and 100,000 shares of Class B Common Stock. The rights of the Class B Common stock shall be as follows:

1. **Creation of Class B Common Stock.** There is hereby created a Class B Common Stock consisting of 100,000 shares and designated as the Class B Common Stock, no par value, having the voting powers, preferences, relative, participating, limitations, qualifications optional and other special rights and the qualifications, limitations and restrictions thereof that are set forth below.

2. **Dividend Provisions.** No dividends shall be paid with respect to the Shares of Class B Common Stock.

3. **Redemption Provisions.** The Class B Common Stock is not redeemable into Class A Common Stock.

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4. **Liquidation Provisions.** In the event of any liquidation, dissolution or winding down of the corporation, whether voluntary or involuntary, the Class B Common Stock shall not be entitled to any liquidation rights.

5. **Conversion Provisions.** Shares of Class B Common Stock shall not have conversion rights.

6. **Voting Provisions.** Each share of Class B Common Stock shall be entitled to 100 votes per share.

## **ARTICLE V PLACE OF BUSSINESS**

The address of the principal place of business of this corporation in the state of Florida shall be: **16700 SW 77<sup>th</sup> Avenue Miami, FL 33157.** The Board of Directors may at any time and from time to time move the principal office of this corporation.

## **ARTICLE VI**

The business of this corporation shall be managed by it's Board of Directors. The number of such shall not be less than one ( 1 ) and , subject to such minimum maybe increased or decreased from time to time in the manner provided in the By-Laws.

## **ARTICLE VII DENIAL OF PREEMPTIVE RIGHTS**

No shareholder shall have any right to acquire shares or other securities of the Corporation except to the extent such right may be granted by an amendment to these Articles of Incorporation or by a resolution of the Board of Directors.

## **ARTICLE VIII AMENDMENT OF BYLAWS**

Anything in these Articles of Incorporation, the Bylaws, or the Florida Corporation Act notwithstanding, bylaws shall not be adopted, modified, amended or repealed by the shareholders of the Corporation except upon the affirmative vote of a simple majority vote of the holders of all the issued and outstanding shares of the corporation entitled to vote thereon.

## **ARTICLE IX SHAREHOLDERS**

**9. 1. Inspection of Books.** The board of directors shall make reasonable rules to determine at what times and places and under what conditions the books of the Corporation shall be opened to inspection by shareholders or a duly appointed representative.

### **2. Control of Shareholders**

**9. 2. Control Share Acquisition.** The provisions relating to any control share acquisition as contained in Florida Statutes now, or hereinafter amended, and any successor provision shall not apply to the Corporation.

**9. 3. Quorum.** The holders of shares entitled to one third of the votes at a meeting of shareholder's shall constitute a quorum.

**9. 4. Required Vote.** Acts of shareholders shall require the approval of holders of 50.01% of the outstanding votes of shareholders.

**ARTICLE X**  
**LIABILITY AND INDEMNIFICATION OF DIRECTORS AND OFFICERS**

To the fullest extent permitted by law, no director or officer of the Corporation shall be personally liable to the Corporation or it's shareholders for damages for breach of any duty owed to the Corporation or it's shareholders. In addition, the Corporation shall have the power, in it's By-Laws or any resolution of it's stock holders or directors, to undertake to indemnify the officers and it's directors of this corporation against any contingency or peril as may be determined to be in the best interest of this corporation, and in conjunction therewith, to procure, at this corporation's expense, policies of insurance.

**ARTICLE XI**  
**CONTRACTS**

No contract or other transaction between this corporation and any person, firm or corporation shall be affected by the fact that any officer or director of this corporation is such other party or is, or at some time in the future becomes, an officer, director or partner of such party, or has now or hereafter a direct or indirect interest in such contract.

**ARTICLE XII**  
**INCORPORATOR**

The name and address of the incorporator to these articles of incorporation are:  
Manuel Durant at 16700 SW 77<sup>th</sup> Avenue. Miami, FL 33157

**ARTICLE XIII**  
**INITIAL REGISTERED AGENT AND STREET ADDRESS**

The name and Florida street address of the initial registered agent are:  
William Leisman at 1200 Brickell Avenue Miami, FL 33157

Manuel Duran  
Incorporators Signature

1/13/04  
Date

As Registered agent I hereby am familiar with and accept the duties and responsibilities as Registered Agent

William Weisman  
Registered Agents Signature

1/13/04  
Date

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