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ACCOUNT NO. : 072100000032

REFERENCE : 291323 4322384

AUTHORIZATION

Patricia Pigato

COST LIMIT : \$ 52.50

ORDER DATE : December 10, 2001

ORDER TIME : 1:40 PM

ORDER NO. : 291323-020

CUSTOMER NO: 4322384

CUSTOMER: Lori Seavey, Legal Assistant
Weil Gotshal & Manges LLP
Suite 2100
701 Brickell Ave
Miami, FL 33131

FILED
2001 DEC 10 PM 3:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DOMESTIC FILINGS

NAME: MOBLEY TRADING & INVESTMENT
CORP.

300004716943--5

XX ARTICLES OF DISSOLUTION

C. Coullie DEC 10 2001

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Norma Hull - EXT# 1115

EXAMINER'S INITIALS:

01 DEC 10 PM 2:25

RECEIVED

*Acct credited
for \$17.50
sf*

**ARTICLES OF DISSOLUTION
FOR
MOBLEY TRADING & INVESTMENT CORP.**

FILED
2001 DEC 10 PM 3:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

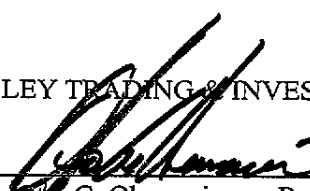
1. The name of the corporation is Mobley Trading & Investment Corp.
2. The reason for the filing of these Articles of Dissolution is:

On February 23, 2000, Otto G. Obermaier (the "Receiver") was appointed receiver for this entity in two separate, but essentially identical, actions commenced by the Securities and Exchange Commission and the Commodity Futures Trading Commission before the United States District Court for the Southern District of New York and pending as Case Nos. 00 Civ 1316 (RCC) and 00 Civ 1317 (RCC). The Receiver, in his capacity as such, has full authority and power to execute these Articles of Dissolution in respect of this entity.

3. The date dissolution was authorized: December 1, 2001

Executed this 6th day of December, 2001.

MOBLEY TRADING & INVESTMENT CORP.

BY: 
Otto G. Obermaier, as Receiver for
Mobley Trading & Investment Corp., *et*
al., pursuant to Consent Orders of the U.S.
District Court for the Southern District of
New York dated February 24, 2000
(attached as Exhibit "A")

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

COMMODITY FUTURES TRADING COMMISSION,

Plaintiff,

v.

DAVID M. MOBLEY, SR.; MARICOPA INVESTMENT
FUND, LTD.; MARICOPA INDEX HEDGE FUND,
LTD.; MARICOPA FINANCIAL CORPORATION;
ENSIGN TRADING CORPORATION; MARICOPA
INTERNATIONAL INVESTMENT CORP. d/b/a
MARICOPA INVESTMENT CORP.; and IAM INC.,

Defendants,

-and-

MARICOPA ECLIPSE PARTNERS, LTD.;
MARICOPA OVERSEAS LTD.; EPWORTH
FINANCIAL, LTD.; MARICOPA CAPITAL
MANAGEMENT L.C.; MOBLEY TRADING &
INVESTMENT CORP.; and D. MOBLEY
INCORPORATED,

Relief Defendants.

No. 00 Civ. 1317 (RCC)

**ORDER APPOINTING
RECEIVER ON CONSENT**

I.

IT IS HEREBY ORDERED that OTTO G. OBERMAYER, ESQ. of the firm of
WEIL GOTSHAL & MANGES LLP is appointed to act as receiver for defendants David M. Mobley, Sr.,
Maricopa Investment Fund, Ltd., Maricopa Index Hedge Fund, Ltd., Maricopa Financial
Corporation, Ensign Trading Corporation, Maricopa International Investment Corp. d/b/a
Maricopa Investment Corp., and IAM Inc. (the "Defendants"), and relief defendants Maricopa

EXHIBIT "A"

Eclipse Partners, Ltd., Maricopa Overseas Ltd., Epworth Financial, Ltd., Maricopa Capital Management L.C., Mobley Trading & Investment Corp., and D. Mobley Incorporated (the "Relief Defendants"). The receiver is hereby empowered to:

- A. take and retain immediate possession, custody, and control of all assets and property and the books and records of the Defendants and Relief Defendants;
- B. take all steps he deems necessary to secure and protect the assets and property of the Defendants and Relief Defendants, including but not limited to the premises, files, and information systems of the Defendants and Relief Defendants;
- C. engage and employ persons, in his discretion, to assist him in carrying out his duties and responsibilities hereunder, including accountants, attorneys, securities traders, commodity traders, investment advisers, commodity trading advisers and other experts;
- D. acquire and retain all rights and powers that the Defendants and Relief Defendants have to manage, control, operate, and maintain their businesses (including but not limited to the power to direct, hire, suspend, and terminate personnel), and to possess, receive, or use income, earnings, rents, and profits with full power to commence, maintain, defend, or participate in legal proceedings, to sue for, collect, receive and take into possession all goods, chattels, rights, general intangibles, choses in action, credits, monies, effects, lands, books and records of account, and other papers, including exclusive authority to make expenditures on behalf of the Defendants and Relief Defendants, with a view to preventing loss, damage, and injury to investors, and preserving assets and the records of the Defendants and Relief Defendants.

- E. Notwithstanding the asset freeze order entered by this Court on February 22, 2000, the receiver shall have the power to open and close bank accounts and securities and commodity accounts; to purchase or sell securities and commodity futures and options in any such account of the Defendants and Relief Defendants; and to execute checks or otherwise disburse money from those bank or commodities accounts of the Defendants and Relief Defendants to pay their obligations in the normal course of business; except, however, that pending further order of the Court, neither the Defendants, the Relief Defendants, nor the receiver shall make any payment, distribution, or redemption to any investor in the Maricopa Investment Fund, Ltd., Maricopa Index Hedge Fund, Ltd., Maricopa Financial Corporation, or Ensign Trading Corporation;
- F. review the records and reports of transactions by the Defendants and Relief Defendants and immediately report to the CFTC any transactions that appear not to be in the ordinary course of business;
- G. if appropriate, file for relief and protection under the Federal Bankruptcy Code, on behalf of the Defendants or Relief Defendants, after notice to all parties in this action; and
- H. take such further action as the Court shall deem equitable, just and appropriate under the circumstances upon proper application.

II.

IT IS FURTHER ORDERED that the receiver shall:

- A. report to the Court and the parties within 30 days of the entry of this Order,

subject to such extensions as may be granted in writing by the CFTC or the Court, the following information for each of the Defendants and Relief Defendants:

1. The amount of cash on hand; and
2. all monthly income and expenses; and

B. report to the Court and the parties by May 31, 2000, subject to extensions as may be granted in writing by the CFTC or the Court, the following information for each of the Defendants and Relief Defendants:

1. all assets, liabilities, money, funds, securities, commodity interest positions or accounts (futures or options) and real or personal property currently held directly or indirectly by or for the benefit of the Defendants and Relief Defendants and each of their controlled, related, or affiliated entities, including but not limited to bank accounts, brokerage accounts, investments, business interests, and real and personal property, wherever situated, identifying and describing each asset and liability, its current location and amount;
2. all money, assets, funds, securities, commodity interest positions or accounts (futures or options) and real or personal property received by the Defendants and Relief Defendants at any time from September 1, 1992, to the date of the accounting, describing the source, amount, disposition and current location of each of the items listed;
3. all money, assets, funds, securities, commodity interest positions or accounts (futures or options) and real or personal property disbursed by any of the Defendants and Relief Defendants at any time from September

- 1, 1992, to the date of the accounting, describing the source, amount, and date of disbursement of each of the items listed; and
4. the names, last known addresses, and account-identifying information of all financial institutions, bailees, debtors, brokerage firms and other persons and entities that are currently holding any money, assets, funds, securities, commodity interest positions or accounts (futures or options), or real or personal property for the direct or indirect benefit of the Defendants and Relief Defendants.

III.

IT IS FURTHER ORDERED that the receiver shall not be required to post any bond or security, provided however that if the receiver chooses to procure such a bond or security, the Defendants and Relief Defendants shall pay the reasonable costs and expenses thereof.

IV.

IT IS FURTHER ORDERED that the Defendants and Relief Defendants shall pay the reasonable costs, fees, and expenses of the receiver incurred in connection with the performance of his respective duties described herein, including but not limited to the reasonable costs, fees, and expenses of all persons who may be engaged or employed by the receiver to assist him in carrying out his duties and obligations. All applications for costs, fees, and expenses of the receiver and those employed by him shall be made by application to the Court, setting forth in reasonable detail the nature of such costs, fees, and expenses. At least ten days before making such an application to the Court, the receiver shall submit the application to the CFTC, which may advise the Court whether it has any objection. Upon approval of any such application by the

Court, the receiver may pay himself and those employed by him from the assets of the Defendants and Relief Defendants under his control. Notwithstanding anything to the contrary in this paragraph, the receiver is authorized, upon reasonable notice to the Commission, to pay from the receivership estate to himself and any person engaged or employed by him (including, without limitation, counsel, accountants, investment advisers, and such other consultants as he may determine to be necessary) a reasonable retainer to secure payment of the costs, fees, and expenses of the receiver or such person engaged or employed by him, such retainer to be held pending approval of such costs, fees, and expenses by the Court.

V.

IT IS FURTHER ORDERED that the receiver and all persons whom he may engage or employ to assist him in carrying out his duties and obligations hereunder shall not be liable for any act or omission of the receiver or such person, or any of their partners, employees, or agents, unless it shall be proven that the receiver or such other person acted in bad faith. This provision shall apply to claims based on conduct during the term of any agreement that may be entered into between the receiver and any other person who may be engaged or employed by the receiver hereunder, even if such claims are filed after the termination of any such agreement.

The Defendants and Relief Defendants shall indemnify, defend, and hold harmless the receiver and his law firm and his or its agents, employees, consultants, successors, and assigns, from and against all actions (pending or threatened and whether at law or in equity in any forum), liabilities, damages, losses, costs, and expenses, including but not limited to reasonable attorneys' and other professionals' fees, arising from conduct or omission of the receiver or his law firm or his or its agents, employees, and consultants under the terms of this Order.

VI.

IT IS FURTHER ORDERED that the Defendants and Relief Defendants and their officers, directors, agents, servants, employees, and attorneys-in-fact shall:

- A. transfer forthwith to the receiver all assets of the Defendants and Relief Defendants.
- B. provide to the receiver all information requested relating to the past and present operations, activities and condition of the Defendants and Relief Defendants and shall take no action, directly or indirectly, to hinder, obstruct, delay, or otherwise interfere in any manner with the actions of the receiver or any other person engaged or employed by the receiver to assist him in carrying out his duties and obligations herein; and
- C. provide to the receiver forthwith access to and the location of any and all documents and computer files and databases in their possession, custody, or control relating to the assets of the Defendants or the Relief Defendants or to the allegations of the Complaint, including but not limited to documents relating to the business operations of the Defendants or the Relief Defendants, the offer or sale of securities or commodity interest positions (futures or options), and the use of investor funds.

VII.

IT IS FURTHER ORDERED that:

- A. the Defendants, Relief Defendants, their creditors, officers, agents, servants, employees, attorneys-in-fact, and those persons in active concert or participation

with them who receive actual notice of this Order by personal service, facsimile service, or otherwise, are restrained and enjoined from filing a voluntary or involuntary petition in bankruptcy or any proceeding seeking liquidation on behalf of or against any of the Defendants or relief Defendants, without first seeking leave from this Court, with at least twenty-four (24) hours notice to the CFTC. Leave shall be granted only after a hearing before this Court and upon such conditions as necessary to protect this Court's jurisdiction over the subject matter of this action; and

- B. no creditor of or claimant against any of the Defendants or Relief Defendants, or any person acting on behalf of such creditor or claimant, shall take any action to interfere with the taking control, possession, or management of the assets transferred to the receiver under this Order, nor interfere in any way with the exclusive jurisdiction of this Court over the receivership estate.

SO ORDERED:

Richard C. [Signature]

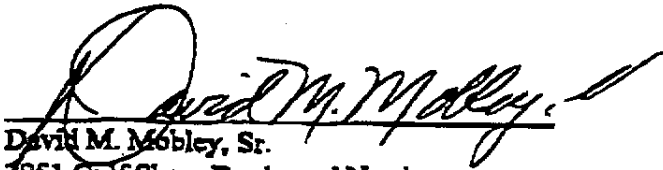
UNITED STATES DISTRICT JUDGE

CONSENTED TO ON FEBRUARY 24, 2000:

[Signature]

Daniel A. Nathan (DN-7595)
Deputy Director, Division of Enforcement
Commodity Futures Trading Commission
Three Lafayette Centre
1155 21st St. NW
Washington, D.C. 20581
Telephone (202) 418-5314
Fax (202) 418-5531
Attorney for Plaintiff

CONSENTED TO ON FEBRUARY 24, 2000



David M. Mobley, Sr.
3951 Gulf Shore Boulevard North
Suite #203
Naples, Florida 34103-3636
Telephone (941) 430-9120
Fax (941) 430-3960
Defendant Pro Se



David M. Mobley, Sr.
Principal with signing authority for each of the
following Defendants and Relief Defendants:

MARICOPA INVESTMENT FUND, LTD.
MARICOPA INDEX HEDGE FUND, LTD.
MARICOPA FINANCIAL CORPORATION
ENSIGN TRADING CORPORATION
MARICOPA INTERNATIONAL INVESTMENT
CORP. d/b/a/ MARICOPA INVESTMENT
CORP.
IAM INC.
MARICOPA ECLIPSE PARTNERS, LTD.
MARICOPA OVERSEAS LTD.
EPWORTH FINANCIAL, LTD.
MARICOPA CAPITAL MANAGEMENT L.C.
MOBLEY TRADING & INVESTMENT CORP.
D. MOBLEY INCORPORATED

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

SECURITIES AND EXCHANGE COMMISSION,

Plaintiff,

v.

DAVID M. MOBLEY, SR.; MARICOPA INVESTMENT
FUND, LTD.; MARICOPA INDEX HEDGE FUND,
LTD.; MARICOPA FINANCIAL CORPORATION;
ENSIGN TRADING CORPORATION; MARICOPA
INTERNATIONAL INVESTMENT CORP. d/b/a
MARICOPA INVESTMENT CORP.; and IAM INC.,

Defendants,

-and-

MARICOPA ECLIPSE PARTNERS, LTD.;
MARICOPA OVERSEAS LTD.; EPWORTH
FINANCIAL, LTD.; MARICOPA CAPITAL
MANAGEMENT L.C.; MOBLEY TRADING &
INVESTMENT CORP.; and D. MOBLEY
INCORPORATED,

Relief Defendants.

No. 00 Civ. 1316 (RCC)

**ORDER APPOINTING
RECEIVER ON CONSENT**

I.

IT IS HEREBY ORDERED that OTTO G. OBERMIER, ESQ. of the firm of
WEIL GOTSHAL & FANGES LLP is appointed to act as receiver for defendants David M. Mobley, Sr.,
Maricopa Investment Fund, Ltd., Maricopa Index Hedge Fund, Ltd., Maricopa Financial
Corporation, Ensign Trading Corporation, Maricopa International Investment Corp. d/b/a
Maricopa Investment Corp., and IAM Inc. (the "Defendants"), and relief defendants Maricopa

Eclipse Partners, Ltd., Maricopa Overseas Ltd., Epworth Financial, Ltd., Maricopa Capital Management L.C., Mobley Trading & Investment Corp., and D. Mobley Incorporated (the "Relief Defendants"). The receiver is hereby empowered to:

- A. take and retain immediate possession, custody, and control of all assets and property and the books and records of the Defendants and Relief Defendants;
- B. take all steps he deems necessary to secure and protect the assets and property of the Defendants and Relief Defendants, including but not limited to the premises, files, and information systems of the Defendants and Relief Defendants;
- C. engage and employ persons, in his discretion, to assist him in carrying out his duties and responsibilities hereunder, including accountants, attorneys, securities traders, investment advisers, and other experts;
- D. acquire and retain all rights and powers that the Defendants and Relief Defendants have to manage, control, operate, and maintain their businesses (including but not limited to the power to direct, hire, suspend, and terminate personnel), and to possess, receive, or use income, earnings, rents, and profits to commence, maintain, defend, or participate in legal proceedings, to sue for, collect, receive and take into possession all goods, chattels, rights, general intangibles, choses in action, credits, monies, effects, lands, books and records of account, and other papers, including exclusive authority to make expenditures on behalf of the Defendants and Relief Defendants, with a view to preventing loss, damage, and injury to investors, and preserving assets and the records of the Defendants and Relief Defendants.
- E. Notwithstanding the asset freeze order entered by this Court on February 22,

2000, the receiver shall have the power to open and close bank accounts and securities accounts; to purchase or sell securities in any such account of the Defendants and Relief Defendants; and to execute checks or otherwise disburse money from those bank or securities accounts of the Defendants and Relief Defendants to pay their obligations in the normal course of business; except, however, that pending further order of the Court, neither the Defendants, the Relief Defendants, nor the receiver shall make any payment, distribution, or redemption to any investor in the Maricopa Investment Fund, Ltd., Maricopa Index Hedge Fund, Ltd., Maricopa Financial Corporation, or Ensign Trading Corporation;

- F. review the records and reports of transactions by the Defendants and Relief Defendants and immediately report to the SEC any transactions that appear not to be in the ordinary course of business;
- G. if appropriate, file for relief and protection under the Federal Bankruptcy Code, on behalf of the Defendants or Relief Defendants, after notice to all parties in this action; and
- H. take such further action as the Court shall deem equitable, just and appropriate under the circumstances upon proper application.

II.

IT IS FURTHER ORDERED that the receiver shall:

- A. report to the Court and the parties within 30 days of the entry of this Order, subject to such extensions as may be granted in writing by the SEC or the Court,

the following information for each of the Defendants and Relief Defendants:

1. The amount of cash on hand; and
2. all monthly income and expenses; and

B. report to the Court and the parties by May 31, 2000, subject to extensions as may be granted in writing by the SEC or the Court, the following information for each of the Defendants and Relief Defendants:

1. all assets, liabilities, money, funds, securities, and real or personal property currently held directly or indirectly by or for the benefit of the Defendants and Relief Defendants and each of their controlled, related, or affiliated entities, including but not limited to bank accounts, brokerage accounts, investments, business interests, and real and personal property, wherever situated, identifying and describing each asset and liability, its current location and amount;
2. all money, assets, funds, securities, and real or personal property received by the Defendants and Relief Defendants at any time from September 1, 1992, to the date of the accounting, describing the source, amount, disposition and current location of each of the items listed;
3. all money, assets, funds, securities, and real or personal property disbursed by any of the Defendants and Relief Defendants at any time from September 1, 1992, to the date of the accounting, describing the source, amount, and date of disbursement of each of the items listed; and
4. the names, last known addresses, and account-identifying information of all financial institutions, bailees, debtors and other persons and entities that are

currently holding any money, assets, funds, securities, real or personal property for the direct or indirect benefit of the Defendants and Relief Defendants.

III.

IT IS FURTHER ORDERED that the receiver shall not be required to post any bond or security, provided however that if the receiver chooses to procure such a bond or security, the Defendants and Relief Defendants shall pay the reasonable costs and expenses thereof.

IV.

IT IS FURTHER ORDERED that the Defendants and Relief Defendants shall pay the reasonable costs, fees, and expenses of the receiver incurred in connection with the performance of his respective duties described herein, including but not limited to the reasonable costs, fees, and expenses of all persons who may be engaged or employed by the receiver to assist him in carrying out his duties and obligations. All applications for costs, fees, and expenses of the receiver and those employed by him shall be made by application to the Court, setting forth in reasonable detail the nature of such costs, fees, and expenses. At least ten days before making such an application to the Court, the receiver shall submit the application to the SEC, which may advise the Court whether it has any objection. Upon approval of any such application by the Court, the receiver may pay himself and those employed by him from the assets of the Defendants and Relief Defendants under his control. Notwithstanding anything to the contrary in this paragraph, the receiver is authorized, upon reasonable notice to the Commission, to pay from the receivership estate to himself and any person engaged or employed by him (including, without limitation, counsel, accountants, investment advisers, and such other consultants as he may

determine to be necessary) a reasonable retainer to secure payment of the costs, fees, and expenses of the receiver or such person engaged or employed by him, such retainer to be held pending approval of such costs, fees, and expenses by the Court.

V.

IT IS FURTHER ORDERED that the receiver and all persons whom he may engage or employ to assist him in carrying out his duties and obligations hereunder shall not be liable for any act or omission of the receiver or such person, or any of their partners, employees, or agents, unless it shall be proven that the receiver or such other person acted in bad faith. This provision shall apply to claims based on conduct during the term of any agreement that may be entered into between the receiver and any other person who may be engaged or employed by the receiver hereunder, even if such claims are filed after the termination of any such agreement.

The Defendants and Relief Defendants shall indemnify, defend, and hold harmless the receiver and his law firm and his or its agents, employees, consultants, successors, and assigns, from and against all actions (pending or threatened and whether at law or in equity in any forum), liabilities, damages, losses, costs, and expenses, including but not limited to reasonable attorneys' and other professionals' fees, arising from conduct or omission of the receiver or his law firm or his or its agents, employees, and consultants under the terms of this Order.

VI

IT IS FURTHER ORDERED that the Defendants and Relief Defendants and their officers, directors, agents, servants, employees, and attorneys-in-fact shall:

- A. transfer forthwith to the receiver all assets of the Defendants and Relief Defendants.

- B. provide to the receiver all information requested relating to the past and present operations, activities and condition of the Defendants and Relief Defendants and shall take no action, directly or indirectly, to hinder, obstruct, delay, or otherwise interfere in any manner with the actions of the receiver or any other person engaged or employed by the receiver to assist him in carrying out his duties and obligations herein; and
- C. provide to the receiver forthwith access to and the location of any and all documents and computer files and databases in their possession, custody, or control relating to the assets of the Defendants or the Relief Defendants or to the allegations of the Complaint, including but not limited to documents relating to the business operations of the Defendants or the Relief Defendants, the offer or sale of securities, and the use of investor funds.

VII.

IT IS FURTHER ORDERED that:

- A. the Defendants, Relief Defendants, their creditors, officers, agents, servants, employees, attorneys-in-fact, and those persons in active concert or participation with them who receive actual notice of this Order by personal service, facsimile service, or otherwise, are restrained and enjoined from filing a voluntary or involuntary petition in bankruptcy or any proceeding seeking liquidation on behalf of or against any of the Defendants or relief Defendants, without first seeking leave from this Court, with at least twenty-four (24) hours notice to the SEC. Leave shall be granted only after a hearing before this Court and upon such conditions as


necessary to protect this Court's jurisdiction over the subject matter of this action;
and

- B. no creditor of or claimant against any of the Defendants or Relief Defendants, or any person acting on behalf of such creditor or claimant, shall take any action to interfere with the taking control, possession, or management of the assets transferred to the receiver under this Order, nor interfere in any way with the exclusive jurisdiction of this Court over the receivership estate.

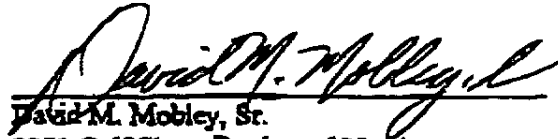
SO ORDERED


UNITED STATES DISTRICT JUDGE

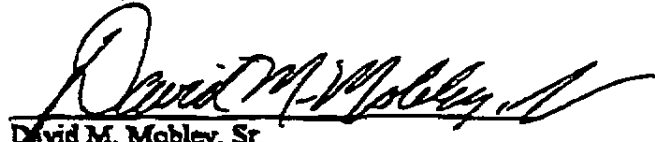
CONSENTED TO ON FEBRUARY 24 2000:


David L. Kornblau (DK-4518)
Assistant Chief Litigation Counsel
Securities and Exchange Commission
450 Fifth Street, N.W.
Washington, D.C. 20549-0808
Telephone (202) 942-4818
Fax (202) 942-9581
Attorney for Plaintiff

CONSENTED TO ON FEBRUARY 23, 2000



David M. Mobley, Sr.
3951 Gulf Shore Boulevard North
Suite #203
Naples, Florida 34103-3636
Telephone (941) 430-9120
Fax (941) 430-3960
Defendant Pro Se



David M. Mobley, Sr.
Principal with signing authority for each of the
following Defendants and Relief Defendants:

MARICOPA INVESTMENT FUND, LTD.
MARICOPA INDEX HEDGE FUND, LTD.
MARICOPA FINANCIAL CORPORATION
ENSIGN TRADING CORPORATION
MARICOPA INTERNATIONAL INVESTMENT
CORP. d/b/a MARICOPA INVESTMENT
CORP.
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MARICOPA OVERSEAS LTD.
EPWORTH FINANCIAL, LTD.
MARICOPA CAPITAL MANAGEMENT L.C.
MOBLEY TRADING & INVESTMENT CORP.
D. MOBLEY INCORPORATED