

**GENERAL  
BUSINESS  
SERVICES®**

Coco Plum Plaza, Suite 8 • 2845 North Military Trail  
West Palm Beach, Florida 33409  
(561) 471-8899 • FAX (561) 471-8878

**MICHAEL J. FAIRCLOUGH, FCA, EA**

PP0000040053

April 8, 1999

Corporate Records Bureau  
Division of Corporations  
Department of State  
P.O. Box 6327  
Tallahassee, Florida 32301

400002839954--7  
-04/15/99-01053-018  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

**Re: SAY Corp.**

Dear Sir or Madam:

Enclosed please find the original and one copy of the Articles of Incorporation, and the certificate designating resident agent with reference to the above captioned Corporation.

Also enclosed is a check made payable to the order of the Secretary of State in the amount of \$78.75 to cover the following:

Filing Fee	\$ 35.00
Certified Copy of Charter	\$ 8.75
Resident Agent Fee	<u>\$ 35.00</u>
Total	<u>\$ 78.75</u>

Please process this Corporation and return a certified copy of the Articles of Incorporation at your earliest convenience.

Thanking you in advance for your cooperation and attention in this matter.

Very truly yours,

Michael J. Fairclough, F.C.A.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
99 APR 15 AM 9:35  
FILED  
APR 20 1999

Representative of:



Securities offered through H.D. Vest Investment Securities, Inc., Member: SIPC, NASD  
6333 North State Highway 161, Fourth Floor - Irving, Texas 75038 - (972) 870-6000





FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

April 19, 1999

MICHAEL J. FAIRCLOUGH, F.C.A.  
COCO PLUM PLAZA - SUITE 8  
2845 NORTH MILITARY TRAIL  
WEST PALM BEACH, FL 33409

SUBJECT: SAY CORP.  
Ref. Number: W99000009201

We have received your document for SAY CORP. and your check(s) totaling \$78.75. 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 administratively dissolved/revoked entity. Names of administratively dissolved/revoked entities are not available for one year from the date of administrative dissolution/revocation unless the dissolved/revoked entity provides the Department of State with a notarized affidavit stating that they have no intention of reinstating, therefore, releasing the name for use to another entity.

Simply adding "of Florida" or "Florida" to the end of a name is not acceptable.

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) 487-6933.

Dana Calloway  
Document Specialist

Letter Number: 499A00020103



Coco Plum Plaza, Suite 8 • 2845 North Military Trail  
West Palm Beach, Florida 33409  
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MICHAEL J. FAIRCLOUGH, FCA, EA

April 30, 1999

Ms. Dana Calloway  
Corporate Records Bureau  
Division of Corporations  
Department of State  
P.O. Box 6327  
Tallahassee, Florida 32301

**Re: Steve Yurman, Inc.**

Dear Dana Calloway:

Enclosed please find two revised copies of the Articles of Incorporation, and the certificate designating resident agent with reference to the above captioned Corporation together with a copy of your letter dated April 19, 1999 as requested.

Please process this Corporation and return a certified copy of the Articles of Incorporation at your earliest convenience.

Thanking you in advance for your cooperation and attention in this matter.

Very truly yours,

Michael J. Fairclough, F.C.A.

Representative of:

**HD VEST**  
FINANCIAL SERVICES

Securities offered through H.D. Vest Investment Securities, Inc., Member: SIPC, NASD  
6333 North State Highway 161, Fourth Floor - Irving, Texas 75038 - (972) 870-6000

**NASD**  
NATIONAL ASSOCIATION OF  
SECURITIES DEALERS, INC.

ARTICLES OF INCORPORATION

The undersigned, as a proper person acting as the incorporator of a corporation under the laws of the state of FLORIDA, adopts the following articles of incorporation:

**FIRST** The name of the corporation is:  
Steve Yurman, Inc.

**SECOND** The Corporation shall have perpetual existence.

**THIRD** The corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

**FOURTH** The aggregate number of authorized shares is: One thousand (1,000) Shares. Such shares shall be of single class (Common Stock), and shall have a par value of One Dollar (\$1.00) per share.

**FIFTH** The Corporate existence shall begin effective April 12, 1999.

**SIXTH** Cumulative voting of shares of stock is authorized.

**SEVENTH** The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

**EIGHTH** Each stockholder of the Corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the par value thereof, a pro rata portion of:

1. Any stock of any class that the Corporation may issue or sell, whether or not exchangeable for any stock of the Corporation of any class or classes and whether or not of unissued shares authorized by the Articles of Incorporation as originally filed or by any amendment thereof or out of shares of stock of the Corporation acquired by it after the issuance thereof, and whether issued for cash, labor done, personal property, or real property or leases thereof; or

2. Any obligations that the Corporation may issue or sell which are convertible into or exchangeable for any stock of the Corporation of any class or classes or to which is pertaining any

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TALLAHASSEE FLORIDA  
CLERK OF THE CIRCUIT COURT

warrant or warrants or other investment or instruments conferring on the holder the right to subscribe for or purchase from the Corporation any shares of its stock of any class or classes.

**NINTH** Anything to the contrary contained in these Articles of Incorporation notwithstanding, if the shareholders of the Corporation shall so elect, they may exercise all powers and conduct the business and affairs of this Corporation in lieu of the Board of Directors.

**TENTH** Directors of this Corporation need not be residents of the State of Florida, unless otherwise provided in the Articles or By-Laws of the Corporation. The Shareholders of this Corporation shall have exclusive authority to fix the compensation of directors of this Corporation, unless otherwise provided in the Articles or By-Laws.

**ELEVENTH** Members of the Board of Directors may participate in special meetings of the Board of Directors by means of a conference telephone as provided by law, but regular meetings of the Board of Directors must be attended in fact in person by each director.

**TWELFTH** These Articles of Incorporation may be amended only by written consent of all the shareholders.

**THIRTEENTH** The address of the initial registered office of the corporation is 2845 N. Military Trail, Suite 8, West Palm Beach, FL 33409 and the name of its initial registered agent at such address is: Michael J. Fairclough.

**FOURTEENTH** Address of the principal place of business is 525 Kirk Road, West Palm Beach, FL 33406.

**FIFTEENTH** The number of directors constituting the initial board of directors of the corporation is one, and the name and address of the initial director until the first annual meeting of shareholders or until his successor is elected and shall qualify is:

Name	Address
<u>Steven A. Yurman</u>	<u>525 Kirk Road</u> <u>West Palm Beach, FL 33406.</u>

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2845 N. Military Trail, Suite 8  
West Palm Beach, Florida 33409

SIXTEENTH The name and address of the incorporator is:

Name

Address

Michael J. Fairclough

2845 N. Military Trail, #8,  
West Palm Beach, FL 33409

SEVENTEENTH I hereby execute these Articles of Incorporation for the purposes therein expressed this 12<sup>th</sup> day of April, 1999.



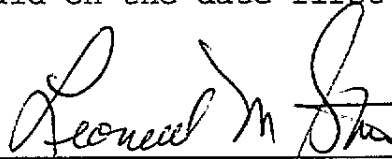
Michael J. Fairclough

State of Florida

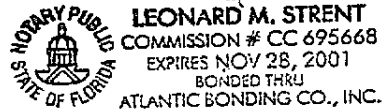
County of Palm Beach

I HEREBY CERTIFY that on this 29 day of APRIL, 1999, Michael Fairclough personally appeared before me and he acknowledged before me that he executed the foregoing Articles of Incorporation for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal in the County and State aforesaid on the date first above written.



Notary Public, State of Florida  
My Commission Expires:



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West Palm Beach, Florida 33409

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In pursuance of chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

FIRST: That Steve Yurman, Inc. desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation in the City of West Palm Beach, Palm Beach County in the State of Florida, has named Michael J. Fairclough located at 2845 N. Military Trail, Suite 8, West Palm Beach, Florida, as its Agent to accept service of process for the Corporation within this state.

Having been named to accept service of process for the above stated Corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

*M. J. Fairclough*

Michael J. Fairclough FCA EA

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99 APR 15 AM 9:35  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

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