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TALLAHASSEE FLORIDA

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Registered
8/23/07

VOGEL LAW OFFICE
A PROFESSIONAL ASSOCIATION

Richard M. Vogel, Of Counsel
James D. Vogel
Joseph E. Ujcz

Suite B, Midwest Title Building
3936 Tamiami Trail North
Naples, Florida 34103

Telephone (239) 262-2211
Facsimile (239) 262-8330

August 16, 2007

VIA FEDERAL EXPRESS

Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

Telephone: 850-245-6052

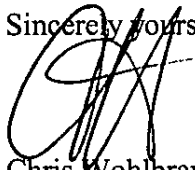
RE: Midwest Holdings, Inc., a Florida corporation
Amended and Restated Articles of Incorporation

Dear Sir or Madame:

Enclosed herein for filing please find the Amended and Restated Articles of Incorporation of Midwest Holdings, Inc., together with the required Certificate and the filing fee in the amount of \$70.00.

Please do not hesitate to contact me with any questions or concerns.

Sincerely yours,



Chris Wohlbrandt

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
MIDWEST HOLDINGS, INC.

FILED
07 AUG 17 PM 3:31
SECRETARY OF STATE
TALLAHASSEE FLORIDA

THE UNDERSIGNED, in accordance with Chapter 607 of the Florida Statutes and the Florida General Corporation Act, submits the following Amended and Restated Articles of Incorporation of Midwest Holdings, Inc., a Florida corporation:

ARTICLE I

The name of the corporation (the "Corporation") is **MIDWEST HOLDINGS, INC.**, and the principal office and mailing address is 3936 Tamiami Trail North, Suite B, Naples, Florida 34103.

ARTICLE II

The purpose or purposes for which the Corporation is organized are:

To engage in the transaction of any or all lawful business for which corporations may be incorporated under the provisions of the Florida General Corporation Act.

ARTICLE III

The aggregate number of shares which the Corporation shall have authority to issue is Two Thousand (2,000) shares of common stock, and the par value of each such share is One Dollar \$(1.00), amounting to the aggregate of Two Thousand and No/100 Dollars (\$2,000.00).

ARTICLE IV

The street address of the initial registered office of the Corporation is 3936 Tamiami Trail North, Suite B, Naples, Florida 34103, and the name of its initial registered agent at such address is James D. Vogel.

ARTICLE V

The number of directors constituting the initial Board of Directors of the Corporation is two (2) and the name and address of the persons who are to serve as directors until the annual meeting of shareholders or until their successors shall have been elected and qualified are as follows:

Richard M. Vogel
3936 Tamiami Trail North, Suite B
Naples, Florida 34103

James D. Vogel
3936 Tamiami Trail North, Suite B
Naples, Florida 34103

ARTICLE VI

The name and address of the sole incorporator is James D. Vogel, 3936 Tamiami Trail North, Suite B, Naples, Florida 34103.

IN WITNESS WHEREOF, the undersigned, being the sole incorporator hereinbefore named, for the purpose of forming a corporation under the Florida General Corporation Act has executed these Articles of Incorporation this 16th day of August, 2007.

MIDWEST HOLDINGS, INC.
A Florida Corporation

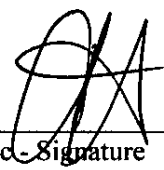
BY: _____


JAMES D. VOGEL, President

STATE OF FLORIDA

COUNTY OF COLLIER

The foregoing Amended and Restated Articles of Incorporation were acknowledged before me this 16th day of August, 2007, by James D. Vogel, President of Midwest Holdings, Inc., a Florida corporation. He is personally known to me.


Notary Public - Signature



Chris Wohlbrandt
Commission # DD471626
Expires October 28, 2009
BOH000 TNY Fam Insurance Inc 800-365-7019

ACCEPTANCE BY REGISTERED AGENT

James D. Vogel, having been designated to act as registered agent, hereby states he is familiar with, and accepts, the obligations of that position.


JAMES D. VOGEL

CERTIFICATE

of

MIDWEST HOLDINGS, INC.
A Florida Corporation

COMES NOW, James D. Vogel, President of Midwest Holdings, Inc., a Florida corporation, and does hereby state and affirm as follows:

1. Midwest Holdings, Inc. is a Florida corporation in good standing.
2. The Board of Directors of Midwest Holdings, Inc. has unanimously adopted Amended and Restated Articles of Incorporation as of August 16, 2007, which are attached hereto and made a part hereof. The Amended and Restated Articles of Incorporation do not contain any amendments to the Articles which require shareholder approval.

DATED this 16th day of August, 2007.

MIDWEST HOLDINGS, INC.
A Florida Corporation

BY: _____

JAMES D. VOGEL, President

STATE OF FLORIDA
COUNTY OF COLLIER

The above and foregoing Certificate was acknowledged before me this 16th day of August, 2007, by James D. Vogel, President of Midwest Holdings, Inc., a Florida corporation, who is personally known to me or who has produced _____ as identification.

Notary Public



Chris Wohlbrandt
Commission # DD471626
Expires October 28, 2009
Bonded Troy Farm Insurance Inc. 800-385-7019