

F020000004006

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Life Settlements Funding Group, Inc.
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

John G. Tooke
(Name of Person)

300006914663--4
08/08/02--01039--014
*****87.50 *****87.50

Life Settlements Funding Group, Inc.
(Firm/Company)

130 Gross Road, #107
(Address)

Kingsland, GA 31548
(City/State and Zip code)

FILED
02 AUG -6 AM 9:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

For further information concerning this matter, please call:

John G. Tooke at (912) 673-9100
(Name of Person) (Area Code & Daytime Telephone Number)

STREET ADDRESS:
Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

F02-4006
JR

Enclosed is a check for the following amount:

- \$70.00 Filing Fee
- \$78.75 Filing Fee & Certificate of Status
- \$78.75 Filing Fee & Certified Copy
- \$87.50 Filing Fee, Certificate of Status & Certified Copy



August 5, 2002


Registration Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Dear Sir or Madam:

Please find enclosed an application and a check in the amount of \$87.50 for registration by Foreign Corporation for authority to transact business in Florida.

Should there be additional questions or comments, I can be reached at the address listed below.

Thank you,


John Tooke,
President

Enclosure(s)

02 AUG - 6 AM 9:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

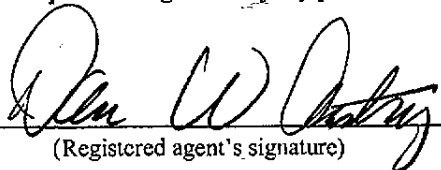
1. Life Settlements Funding Group, Inc.
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. Georgia 3. 37-1434407
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. May 28, 2002 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. Upon Qualification
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 130 Gross Road, #107 Kingsland, GA 31548
(Principal office address)
P. O. Box 1510 Kingsland, GA 31548
(Current mailing address)

8. To engage in any or all lawful activities or business permitted under the laws of the United States or any other state.
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. **Name and street address of Florida registered agent:** (P.O. Box or Mail Drop Box **NOT** acceptable)
Name: Dan W. Armstrong, Esq.
Office Address: 814 A1A North, Suite 306
Ponte Vedra Beach, Florida 32082
(City) (Zip code)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

10. **Registered agent's acceptance:**
Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: John G. Tooke

Address: 130 Gross Road, #107
Kingsland, GA 31548

Vice Chairman: _____

Address: _____

Director: John G. Tooke

Address: 130 Gross Road, #107
Kingsland, GA 31548

Director: _____

Address: _____

B. OFFICERS

President: John G. Tooke

Address: 130 Gross Road, #107
Kingsland, GA 31548

Vice President: _____

Address: _____

Secretary: John G. Tooke

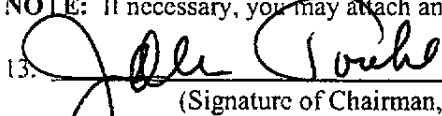
Address: 130 Gross Road, #107, Kingsland, GA 31548

Treasurer: John G. Tooke

Address: 130 Gross Road, #107, Kingsland, GA 31548

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13.  _____
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. John G. Tooke, Chairman _____
(Typed or printed name and capacity of person signing application)

Secretary of State
Corporations Division
315 West Tower
#2 Martin Luther King, Jr. Dr.
Atlanta, Georgia 30334-1530

DOCKET NUMBER : 021900669
CONTROL NUMBER : 0227156
DATE INC/AUTH/FILED: 05/28/2002
JURISDICTION : GEORGIA
PRINT DATE : 07/09/2002
FORM NUMBER : 211

DAN W. ARMSTRONG & ASSOCIATES, P.A.
SUITE 306
814 A1A NORTH
PONTE VEDRA BEACH, FL 32082

CERTIFICATE OF EXISTENCE

I, Cathy Cox, the Secretary of State of the State of Georgia, do hereby certify under the seal of my office that

LIFE SETTLEMENTS FUNDING GROUP, INC.
A DOMESTIC PROFIT CORPORATION

was formed in the jurisdiction stated above or was authorized to transact business in Georgia on the above date. Said entity is in compliance with the applicable filing and annual registration provisions of Title 14 of the Official Code of Georgia Annotated and has not filed articles of dissolution, certificate of cancellation or any other similar document with the office of the Secretary of State.

This certificate relates only to the legal existence of the above-named entity as of the date issued. It does not certify whether or not a notice of intent to dissolve, an application for withdrawal, a statement of commencement of winding up or any other similar document has been filed or is pending with the Secretary of State.

This certificate is issued pursuant to Title 14 of the Official Code of Georgia Annotated and is prima-facie evidence that said entity is in existence or is authorized to transact business in this state.



A handwritten signature in black ink, appearing to read "Cathy Cox".

Cathy Cox
Secretary of State