

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 100, Tallahassee, Florida 32301
(850) 222-8792 • 1-800-441-8000 • Fax: (850) 222-8792

F00000003595

Beneficial Assurance Ltd. Inc.

600003296796-4
-06/20/00--01040--012
*****87.50 *****87.50

W00000015692

600400035056

3/2

Signature

Requested by:

CM 6/20 9:35

Name

Date

Time

Walk-In

Will Pick Up

- ___ Art of Inc. File
- ___ LTD Partnership File
- ✓ ___ Foreign Corp. File *Cert. & Sht*
- ___ L.C. File
- ___ Fictitious Name File
- ___ Trade/Service Mark
- ___ Merger File
- ___ Art. of Amend. File
- ___ RA Resignation
- ___ Dissolution / Withdrawal
- ___ Annual Report / Reinstatement
- ___ Cert. Copy
- ___ Photo Copy
- ___ Certificate of Good Standing
- ✓ ___ Certificate of Status
- ___ Certificate of Fictitious Name
- ___ Corp Record Search
- ___ Officer Search
- ___ Fictitious Search
- 426 ___ Fictitious Owner Search
- ___ Vehicle Search
- ___ Driving Record
- ___ UCC 1 or 3 File
- ___ UCC 11 Search
- ___ UCC 11 Retrieval
- ___ Courier

FILED
 SECRETARY OF STATE
 DIVISION OF CORPORATIONS
 00 JUN 26 PM 1:09
 RECEIVED
 SECRETARY OF STATE
 DIVISION OF CORPORATIONS
 00 JUN 26 PM 1:09 JUN 20 AM 10:29
 DEPARTMENT OF STATE
 DIVISION OF CORPORATIONS
 TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

June 20, 2000

CAPITAL CONNECTION

TALLAHASSEE, FL

SUBJECT: BENEFICIAL ASSURANCE LTD. INC.
Ref. Number: W00000015692

FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
00 JUN 26 PM 1:10

We have received your document for BENEFICIAL ASSURANCE LTD. INC. and your check(s) totaling \$87.50. However, the document has not been filed and is being retained in this office for the following:

Please note that we have RETAINED your \$87.50 payment.

The application indicates that this corporation has been transacting business in Florida since May 23, 1997. If this is so, then penalty fees are owed.

Pursuant to section 607.1502(4), 617.1502(4) or 608.502(4), Florida Statutes, this office collects a civil penalty of \$1000 for each year this entity transacted business or conducted its affairs in Florida prior to qualification and the appropriate annual report/uniform business report fees that would have been due this office had the entity qualified the year it began operations in this state. The amount due this office to cover both annual report/uniform business report and penalty fees is \$3,450.00.

If you have any questions concerning the filing of your document, please call (850) 487-6914.

Buck Kohr
Corporate Specialist

Letter Number: 600A00035056

Corrected

RECEIVED
00 JUN 26 AM 11:25
FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA 32314

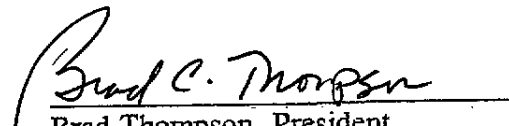
AFFIDAVIT

The Secretary of the State of Florida:

The undersigned, President of Beneficial Assurance Ltd. Inc. hereby certifies as follows:

1. The Company has not transacted any business in the State of Florida.
2. Section 6 on the Corporation's "Application by Foreign Corporation for Authorization to Transact Business in Florida" was in error. The correct answer to such Section 6 should be "None Transacted."

FURTHER AFFIANT SAYETH NOT.


Brad Thompson, President

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
JUN 26 PM 11 10

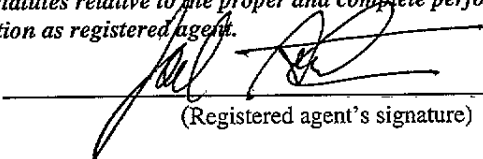
**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

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. Beneficial Assurance, Ltd. 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. Maryland 3. 52-2085311
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 10-10-97 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. 5/23/97
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 8003 Corporate Drive Suite C
Baltimore, MD 21236
(Current mailing address)
8. Viatical Funder (Provider)
(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: Joel Bernstein Esq.
- Office Address: 11900 Biscayne Blvd. Suite 604
Miami, Florida, 33181
(Zip code)

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 addresses of officers and/or directors: (Street address **ONLY** - P.O. Box **NOT** acceptable)

00 JUN 26 PM 1:10
DIVISION OF CORPORATIONS
FILED STATIONS

A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: Richard Guilford

Address: 8003 Corporate Drive, Suite C
Baltimore, MD 21236

Vice Chairman: Edwin Hirsch

Address: 8003 Corporate Drive, Suite C
Baltimore, MD 21236

Director: Robert Brown

Address: 8003 Corporate Drive, Suite C
Baltimore, MD 21236

Director: Brad Thompson

Address: 8003 Corporate Drive Suite C
Baltimore, MD 21236

B. OFFICERS (Street address only - P.O. Box NOT acceptable)

President: Brad Thompson

Address: 8003 Corporate Drive Suite C
Baltimore, MD 21236

Vice President: _____

Address: _____

Secretary: Robert Brown

Address: 8003 Corporate Drive, Suite C
Baltimore, MD 21236

Treasurer: Brad Thompson

Address: 8003 Corporate Drive Suite C
Baltimore, MD 21236

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

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

14. BRAD C. THOMPSON, PRES.
(Typed or printed name and capacity of person signing application)

STATE OF MARYLAND
Department of Assessments and Taxation

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JUN 26 PM 1:10

I, PAUL ANDERSON OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF THE STATE OF MARYLAND, DO HEREBY CERTIFY THAT THE DEPARTMENT, BY LAWS OF THE STATE, IS THE CUSTODIAN OF THE RECORDS OF THIS STATE RELATING TO THE FORFEITURE OR SUSPENSION OF CORPORATIONS, OR OF CORPORATIONS TO TRANSACT BUSINESS IN THIS STATE, AND THAT I AM THE PROPER OFFICER TO EXECUTE THIS CERTIFICATE.

I FURTHER CERTIFY THAT BENEFICIAL ASSURANCE, LTD. IS A CORPORATION DULY INCORPORATED AND EXISTING UNDER AND BY VIRTUE OF THE LAWS OF MARYLAND AND THE CORPORATION HAS FILED ALL ANNUAL REPORTS REQUIRED, HAS NO OUTSTANDING LATE FILING PENALTIES ON THOSE REPORTS, AND HAS A RESIDENT AGENT. THEREFORE, THE CORPORATION IS AT THE TIME OF THIS CERTIFICATE IN GOOD STANDING WITH THIS DEPARTMENT AND DULY AUTHORIZED TO EXERCISE ALL THE POWERS RECITED IN ITS CHARTER OR CERTIFICATE OF INCORPORATION, AND TO TRANSACT BUSINESS IN MARYLAND.

IN WITNESS WHEREOF, I HAVE HEREUNTO SUBSCRIBED MY SIGNATURE AND AFFIXED THE SEAL OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND AT BALTIMORE ON THIS JUNE 12, 2000.



Paul B. Anderson
Charter Division

