

F040000004609

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05 MAR -4 AM 9:35
CLERK OF STATE
TALLAHASSEE, FLORIDA

TRANSMITTAL LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: EQ Life Settlements Corp.

(Name of corporation)

DOCUMENT NUMBER: F04000004609

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Kathy Westlin

(Name of person)

FairMarket Life Settlements Corp.

(Name of firm/company)

315 East Lake Street, Suite 333

(Address)

Wayzata, MN 55391

(City/state and zip code)

For further information concerning this matter, please call:

Kathy Westlin

(Name of person)

at (952) 653-3108

(Area code & daytime telephone number)

Enclosed is a check for the following amount:

☐ \$35.00 Filing Fee

☐ \$43.75 Filing Fee &
Certificate of Status

☐ \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed)

☒ \$52.50 Filing Fee,
Certificate of Status &
Certified Copy
(Additional copy is
enclosed)

Mailing Address:

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:

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

FILED
05 MAR -4 AM 9:35
TALLAHASSEE, FLORIDA

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

F04000004609

(Document number of corporation (if known))

FILED
05 MAR -4 AM 9:35
TALLAHASSEE, FLORIDA

1. EQ Life Settlements Corp.

(Name of corporation as it appears on the records of the Department of State)

2. Delaware

(Incorporated under laws of)

3. 08/09/04

(Date authorized to do business in Florida)

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? February 14, 2005

5. FairMarket Life Settlements Corp.

(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)

N/A

(If new name is unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

6. If the amendment changes the period of duration, indicate new period of duration.

N/A

(New duration)

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

N/A

(New jurisdiction)

Kenneth M. Klein

(Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

Kenneth M. Klein

(Typed or printed name of person signing)

3/3/05

(Date)

CEO, President

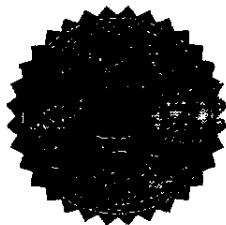
(Title of person signing)

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "EQ LIFE SETTLEMENTS CORP.", CHANGING ITS NAME FROM "EQ LIFE SETTLEMENTS CORP." TO "FAIRMARKET LIFE SETTLEMENTS CORP.", FILED IN THIS OFFICE ON THE FOURTEENTH DAY OF FEBRUARY, A.D. 2005, AT 1:51 O'CLOCK P.M.



3758925 8100

050139108

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3713590

DATE: 03-01-05

State of Delaware
Secretary of State
Division of Corporations
Delivered 01:51 PM 02/14/2005
FILED 01:51 PM 02/14/2005
SRV 050119022 - 3758925 FILE

**CERTIFICATE OF AMENDMENT
OF THE
CERTIFICATE OF INCORPORATION
OF
EQ LIFE SETTLEMENTS CORP.**

(Pursuant to Section 242 of the
General Corporation Law of the State of Delaware)

EQ Life Settlements Corp., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Corporation"), does hereby certify:

FIRST: That the Corporation's Certificate of Incorporation was filed on January 30, 2004 with the Secretary of State of the State of Delaware, and a Certificate of Amendment of the Corporation's Certificate of Incorporation was filed with the Secretary of State of the State of Delaware on January 21, 2005.

SECOND: That the Board of Directors of the Corporation (the "Board"), by the unanimous written consent (filed with the minutes of the Board) of all members thereof in lieu of a special meeting, pursuant to Section 141(f) of the Delaware General Corporation Law (the "DGCL"), duly adopted a resolution setting forth a proposed amendment to the Certificate of Incorporation of the Corporation, declaring said amendment to be advisable and calling for the submission of said amendment to the Stockholders of the Corporation for adoption pursuant to a Written Consent of Stockholders pursuant to Section 228 of the DGCL, and stating that such amendment will be effective only after adoption thereof by the consent of holders of a majority of the issued and outstanding shares of voting Common Stock of the Corporation.

THIRD: That thereafter, pursuant to a resolution of the Board, said amendment was submitted to the holders of the issued and outstanding shares of Common Stock of the Corporation, and such holders, by written consent taken without a meeting in accordance with Section 228 of the DGCL, agreed to the adoption of the following resolution to amend the Certificate of Incorporation of the Corporation:

RESOLVED, that the Certificate of Incorporation of the Corporation be amended by deleting in its entirety the Article First and inserting in lieu thereof the following new Article First:

"First: Name. The name of the corporation is FairMarket Life Settlements Corp. (hereinafter referred to as the "Corporation")."

FOURTH: That the amendment effected hereby was duly adopted in accordance with the provisions of Section 242 of the DGCL and shall be executed, acknowledged and filed in accordance with Section 103 of the DGCL.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to be signed by Kenneth Klein, its President, as of this 8th day of February, 2005.

EQ Life Settlements Corp.

By: Kenneth Klein
Kenneth Klein
President