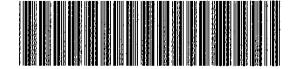
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SECRETARY OF STATE

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COVER LETTER

TO: New Filing Section Division of Corporations
SUBJECT: MIDWEST HOLDING CORPORATION
(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:
LAMOTHE MILDORT
LAMOTHE MILDORT (Name of Person)
(Firm/Company)
1224 VILLA LANE
(Address)
1224 VILLA LANE (Address) BOYNTON BEACH, FLORIDA 33435 (City/State and Zip code)
(City/State and Zip code)
For further information concerning this matter, please call:
LAMOTHE MILDOLT at (310) 691-4279 (Name of Person) (Area Code & Daytime Telephone Number)
(Name of Person) (Area Code & Daytime Telephone Number)
STREET/COURIER ADDRESS: New Filing Section Division of Corporations Clifton Building 2661 Executive Center Circle Tallahassee, FL 32301 MAILING ADDRESS: New Filing Section Division of Corporations Division of Corporations P.O. Box 6327 Tallahassee, FL 32314
Enclosed is a check for the following amount:
\$70.00 Filing Fee \$78.75 Filing Fee & S78.75 Filing Fee & Certificate of Status Certified Copy \$87.50 Filing Fee, Certified Copy



September 18, 2008

LAMOTHE MILDORT 1224 VILLA LANE BOYNTON BEACH, FL 33435

SUBJECT: MIDWEST HOLDING CAPITAL, INC.

Ref. Number: W08000040920

We have received your document for MIDWEST HOLDING CAPITAL, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

You failed to make the correction(s) requested in our previous letter.

A certificate of existence or a certificate of good standing, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

Please return the corrected 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) 245-6962.

Valerie Herring Regulatory Specialist II New Filing Section

Letter Number: 408A00048539

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. MIDWEST HOLDING CAPITALING (Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp," "Inc," "Co," or "Corp.")
(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)
2. LAS VEGAS NEVADA 3. 20-4910239 (State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 08/27/2003 5. PERPETUAL (Duration: Year corp. will cease to exist or "perpetual")
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6
(Date first transacted business in Florida, if prior to registration) (SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)
7. 1200 N FEDERAL HWY BOCA RATON, FL 33432 (Principal office address)
1224 VILLA LANE BOYNTON BEACH FL 33435 (Current mailing address)
8. FINANCIAL INVESTMENTS
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)
(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 NOT acceptable) Name: LAHOTHE MILDORT
Name: LAMOTHE MILDORT
Office Address: 1224 VILLA LANE
Office Address: 1224 VILLA LANE BOYNTON BEACH , Florida 33435 (City) (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 business addresses of officers and/or directors: A. DIRECTORS Chairman: GIGI GREIN Address: 12 F CROSSINGS CIRCLE BOYNTON BEACH FL 33435 Vice Chairman: Address: Director: Address: Director: Address: **B. OFFICERS** President: LAMOTHE MILDORT Address: 1224 VILLA LANE BOYNTON BEACH FL 33435. Vice President: Address: _____ Address: ___ Address: NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors. (Signature of Director or Officer listed in number 12 of the application) 14. LAHOTHE MILDORT - PRESIDENT
(Typed or printed name and capacity of person signing application)

SECRETARY OF STATE



CERTIFICATE OF EXISTENCE WITH STATUS IN GOOD STANDING

I, ROSS MILLER, the duly elected and qualified Nevada Secretary of State, do hereby certify that I am, by the laws of said State, the custodian of the records relating to filings by corporations, non-profit corporations, corporation soles, limited-liability companies, limited partnerships, limited-liability partnerships and business trusts pursuant to Title 7 of the Nevada Revised Statutes which are either presently in a status of good standing or were in good standing for a time period subsequent of 1976 and am the proper officer to execute this certificate.

I further certify that the records of the Nevada Secretary of State, at the date of this certificate, evidence, MIDWEST HOLDING CORPORATION, as a corporation duly organized under the laws of Nevada and existing under and by virtue of the laws of the State of Nevada since August 27, 2003, and is in good standing in this state.

Electronic Certificate
Certificate Number: C20080924-1920
You may verify this electronic certificate
online at http://www.nvsos.gov/

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office on September 24, 2008.

ROSS MILLER Secretary of State