

F98000005692

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section  
Division of Corporations

SUBJECT: J.G. Wentworth Viaticals, 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:

James D. Delaney

(Name of Person)

J.G. Wentworth Viaticals, Inc.

(Firm/Company)

222 Delaware Avenue, Suite 1449

(Address)

Wilmington, DE 19801

(City/State/Zip)

800002642098-6

-09/17/98--01055--010

\*\*\*\*\*78.75 \*\*\*\*\*78.75

W98-21284

Should you need to call someone concerning this matter, please call:

Irene Belot-Pave, Esquire  
(Name of Person)

at ( 215 ) 567-7660 Ext. 266

(Area Code & Daytime Telephone Number)

COURIER ADDRESS:

Qualification/Tax Lien Section  
Division of Corporations  
409 E. Gaines St.  
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

FILED  
98 OCT 12 PM 1:25  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

September 17, 1998

JAMES D. DELANEY  
J.G. WENTWORTH VIATICALS, INC  
222 DELAWARE AVE SUITE 1449  
WILMINGTON, DE 19801

SUBJECT: J.G. WENTWORTH VIATICALS, INC.  
Ref. Number: W98000021284

We have received your document for J.G. WENTWORTH VIATICALS, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

A certificate of existence is required not a certified copy of the articles of incorporation. Please contact your Secretary of states office to request such certificate.

A photocopy of the certificate of existence is not acceptable.

Please return 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) 487-6094.

Agnes Lunt  
Document Specialist

Letter Number: 098A00047134

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98 OCT 12 PM 1:25  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE



J.G. WENTWORTH

Irene Belot - Pave  
Associate General Counsel

September 28, 1998

**VIA U.S. FIRST CLASS MAIL**

Qualification/Tax Lien Section  
Florida Department of State  
409 E. Gaines Street  
Tallahassee, FL 32399  
**Att: Agnes Lunt**

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98 OCT 12 PM 1:25  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Re: J.G. Wentworth Viaticals, Inc., a Delaware corporation (the "Company"):  
Application for Foreign Corporation for Authorization to Transact Business in  
Florida

Dear Ms. Lunt:

Enclosed please find original Certificate of Incorporation for the Company which was omitted from the original Application for Foreign Corporation for Authorization to Transact Business in Florida. It would be greatly appreciated if you would forward a copy of the filed and stamped applications to my attention at the above referenced address.

Should you have any questions, please do not hesitate to contact me.

Very truly yours,

  
Irene A. Belot-Pave

Enclosures

cc: Tammi Cline re: J.G. Wentworth Viaticals, L.P. Ref. No. W98000021426  
Ms. Cline, please process the L.P. application. Thank you.

Irene Belot - Pave  
Associate General Counsel

October 6, 1998



FILED  
98 OCT 12 PM 1:26  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**VIA U.S. FIRST CLASS MAIL**

Qualification/Tax Lien Section  
Florida Department of State  
409 E. Gaines Street  
Tallahassee, FL 32399  
✓ Att: Agnes Lunt

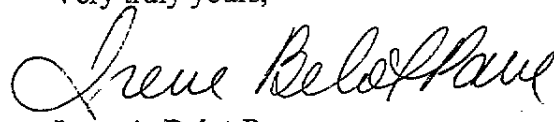
Re: J.G. Wentworth Viaticals, Inc., a Delaware corporation (the "Company"):  
Application for Foreign Corporation for Authorization to Transact Business in  
Florida

Dear Ms. Lunt:

Enclosed please find original Certificate of Good Standing from the State  
of Delaware for the Company.

Should you have any questions, please do not hesitate to contact me.

Very truly yours,

  
Irene A. Belot-Pave

Enclosures

cc: Tammi Cline re: J.G. Wentworth Viaticals, L.P. Ref. No. W98000021426

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. J.G. Wentworth Viaticals, 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. Delaware 3. 51-038-3321  
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 8/10/98 5. Perpetual  
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. not yet transacted  
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 222 Delaware Avenue, Suite 1449, Wilmington, DE 19801  
(Current mailing address)

8. Purchasing and Brokering Viatical Settlement Contracts  
(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: CT Corporation System

Office Address: 1200 South Pine Island Road  
Plantation, Florida, 33324  
(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.

Ann J. Williams ANN J. WILLIAMS  
(Registered agent's signature) Assistant Vice President

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),

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

Chairman: Gary Veloric

Address: J.G. Wentworth

222 Delaware Avenue, Suite 1449, Wilmington, DE 19801

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Director: James D. Delaney

Address: J.G. Wentworth

222 Delaware Avenue, Suite 1449, Wilmington, DE 19801

Director: Michael Goodman

Address: J.G. Wentworth

222 Delaware Avenue, Suite 1449, Wilmington, DE 19801

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

President: James D. Delaney

Address: J.G. Wentworth

222 Delaware Avenue, Suite 1449, Wilmington, DE 19801

Vice President: Michael Goodman

Address: J.G. Wentworth

222 Delaware Avenue, Suite 1449, Wilmington, DE 19801

Secretary: Andrew S. Hillman, Esquire

Address: J. G. Wentworth

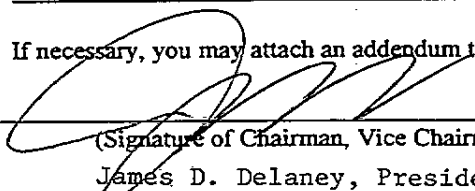
222 Delaware Avenue, Suite 1449, Wilmington, DE 19801

Treasurer: James O'Malley

Address: J.G. Wentworth

222 Delaware Avenue, Suite 1449, Wilmington, DE 19801

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. James D. Delaney, President

(Typed or printed name and capacity of person signing application)

FILED  
98 OCT 12 PM 1:26  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

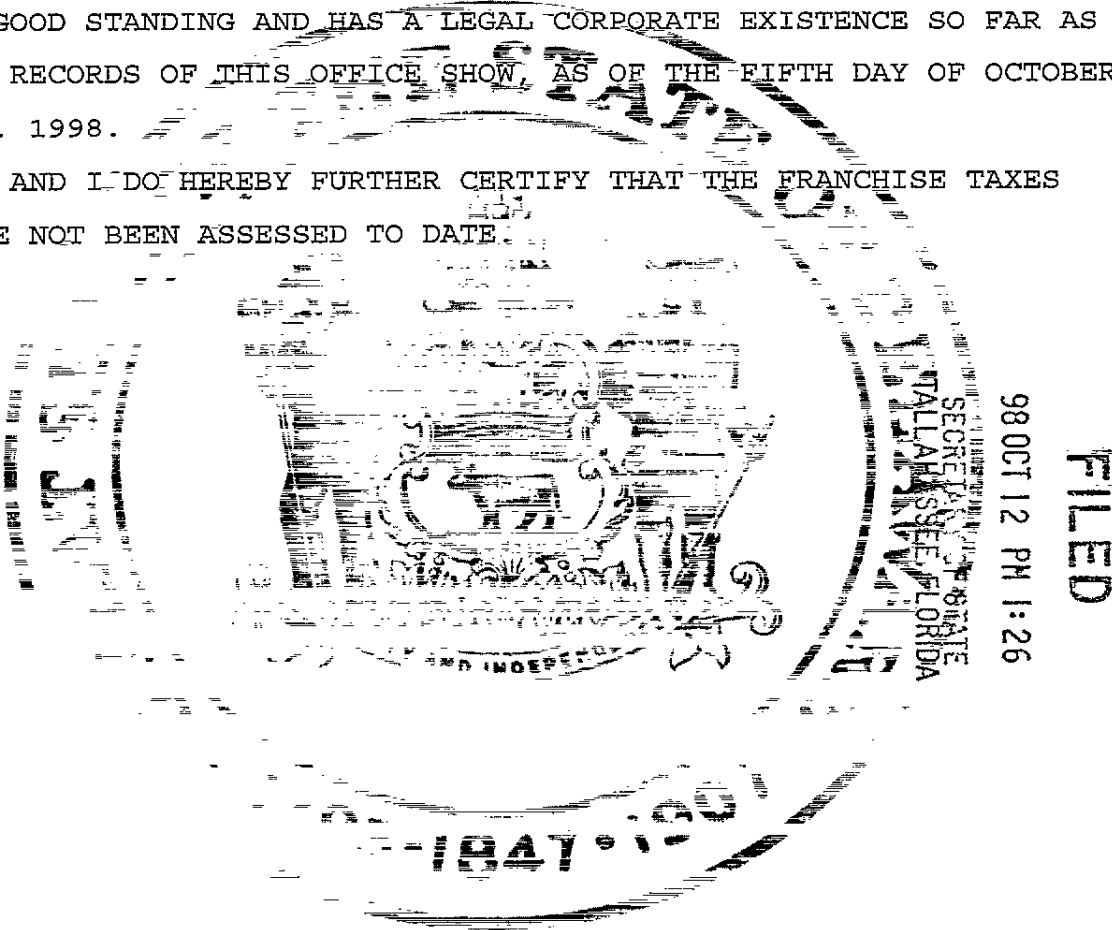
*State of Delaware*  
*Office of the Secretary of State*

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "J.G. WENTWORTH VIATICALS, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FIFTH DAY OF OCTOBER, A.D. 1998.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



FILED

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9338213  
*Edward J. Freel* 10-05-98  
\_\_\_\_\_  
Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE: