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CERTIFIED COPY CUS

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1.) First Liberty Life Settlements, LLC  
(CORPORATE NAME & DOCUMENT #)

2.)  
(CORPORATE NAME & DOCUMENT #)

3.)  
(CORPORATE NAME & DOCUMENT #)

4.)  
(CORPORATE NAME & DOCUMENT #)

5.)  
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4 pages

**ARTICLES OF ORGANIZATION**  
**OF**  
**FIRST LIBERTY LIFE SETTLEMENTS, LLC**

The undersigned, an authorized natural person, for the purpose of forming a limited liability company, under the provisions and subject to the requirements of the State of Florida (specifically Chapter 608 of the Florida Statutes, as amended, and referred to as the "Florida Limited Liability Act," hereby certifies that:

**ARTICLE I**  
**NAME, MAILING ADDRESS AND**  
**PHYSICAL ADDRESS OF THE COMPANY**

The name of the limited liability company (the "Company") is: First Liberty Life Settlements, LLC. The mailing and physical address of the Company is 3001 Executive Drive, Suite 200, Clearwater, Florida 33762.

**ARTICLE II**  
**REGISTERED OFFICE AND REGISTERED AGENT**

The address of the registered office and the name and address of the registered agent of the Company required to be maintained by Section 608.415 of the Florida Limited Liability Company Act are:

Registered Office: 3001 Executive Drive, Suite 200  
Clearwater, Florida 33762

Registered Agent: Clifford J. Hunt, Esquire  
3001 Executive Drive, Suite 200  
Clearwater, Florida 33762

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**ARTICLE III**

**NATURE OF BUSINESS**

The purpose for which the Company is organized is to carry on any lawful business, purpose or activity for which a limited liability company may be organized under the laws of the State of Florida.

**ARTICLE IV**

**COMPANY MANAGEMENT**

The Company is to be a manager-managed company. The manager of the Company is C. Keith Byington.

**ARTICLE V**

**AMENDMENT OF ARTICLES OF ORGANIZATION**

The Company reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Organization in the manner now or hereafter prescribed by statute, and all rights conferred upon the members herein are subject to this reservation.

IN WITNESS WHEREOF, the undersigned, pursuant to the Florida Statutes, as a member, has executed these Articles for the use and purposes therein stated.

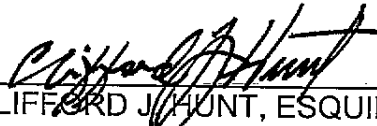
Executed this 18<sup>th</sup> day of September, 2002.

  
\_\_\_\_\_  
C. KEITH BYINGTON  
MANAGING DIRECTOR

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### ACKNOWLEDGMENT

Having been named to accept service of process for the above-stated limited liability company, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of the Act relative to keeping open said office.

  
CLIFFORD J. HUNT, ESQUIRE  
REGISTERED AGENT

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