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Florida Department of State  
Division of Corporations  
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LIMITED LIABILITY COMPANY

LIFE PARTNERS LATIN AMERICA, LLC

RECEIVED  
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Certificate of Status	0
Certified Copy	1
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P. 02/04

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## ARTICLES OF ORGANIZATION

### Article I. Name

The name of this Florida Limited Liability Company is:

Life Partners Latin America LLC

### Article II. Address

The Company's street and mailing address is:

2512 Jardin Dr.  
Weston, FL 33327-1516

### Article III. Registered Agent

The name and Street Address of the Company's registered agent is:

Florida Filing & Search Services, Inc.  
1333 Duval Street  
Tallahassee, FL 32303

### Article IV. Transferability of Membership Interests

No members shall have the right to assign their membership interests in the Company without the written agreement of all of the membership interests, unless otherwise provided in the Company's Operating Agreement. If the assignment is not approved by all of the membership interests, the assignee shall have no right to become a member, to participate in the management of the Company, or to exercise any other rights or powers of a member. The assignee shall merely be entitled to receive the share of profits and other distributions and the allocation of income, gain, loss deduction, credit or similar item to which the assignor was entitled, to the extent assigned.

American Incorporators, Ltd.  
1220 North Market Street, Suite 606  
Wilmington, DE 19801  
800-421-2661

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Article V. Management

This will be a member-managed company. The name of the initial members are:

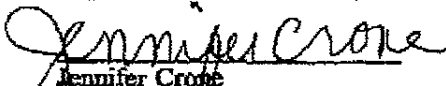
Rafael Ardila

Lou Londono

Article VI. Company Existence

The Company's existence shall begin effective as March 27, 2003.

The undersigned authorized representative of a member executed these Articles of Organization on March 27, 2003.

  
Jennifer Crode  
Authorized Representative

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**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/OFFICE**

**COMPANY:**

Life Partners Latin America LLC

**REGISTERED AGENT/OFFICE**

Florida Filing & Search Services, Inc.  
1333 Duval Street  
Tallahassee, FL 32303

I agree to act as registered agent to accept service of process for the company named above at the place designated in this Certificate. I agree to comply with the provisions for all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.

*P.D. Hoff, President*

Date: 3/27/03

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