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ORDER NO. : 3205405

CUSTOMER NO:

FILING

NAME: LIFE ASSET PARTNERS, UC

EFFECTIVE DATE:

Organization

ARTICLES OF INCOEPCRATION

CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY (2)

PLAIN STAMPED COPY

CERTIFICATE OF GOOD STANDING

CONTACT PERSON: DAY LOUNCY, UST. (135

EXAMINER'S INITIALS:

AUTHORIZATION : Tucia

ORDER DATE : 11/13/03

### APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 608-503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1.	Life Asset Partners, LLC (Name of foreign limited liability company)			
	(Name of totalgh inflied hability company)			
2	District of Columbia 3. 522404891 (Jurisdiction under the law of which foreign limited liability company is organized)  (FEI number, if applicable)			
4.	October 8, 2003  (Date of Organization)  5. perpetual (Duration: Year limited liability company will cease to			
6.	Upon qualification  (Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.)			
7.	1111 Lincoln Road, #801, Miami Beach, Florida 33139			
	(Street address of principal office)			
8,	If limited liability company is a manager-managed company, check here XX			
9.	The name and usual business addresses of the managing members or managers are as follows:			
	J. Mark Goode, 1111 Lincoln Road, #801, Miami Beach, Florida			
	33139			
10.	Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under eath of the translator must be submitted.)			
11	. Nature of business or purposes to be conducted or promoted in Florida: General Partner and investment manager of limited partnerships investing in life settlem			
	Signature of a member of an authorized representative of a member.  (In accordance with section 608.408(3), F.S., the execution of this document constitutes			
	an affirmation under the penalties of perjury that the facts stated herein are true.)			
	J. Mark Goode Typed or printed name of signee			

## CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The same of the Limited Linkillies Commany in	
1. The name of the Limited Liability Company is:	
Life Asset Partners, LLC	
2. The name and the Florida street address of the registered agent and office are:	<u> </u>
J. Mark Goode	;
(Name)	
1111 Lincoln Road, #801,	
Florida street address (P.O. Box NOT ACCEPTABLE)	
Miami Beach FL 33139	
(City/State/Zip)	
Having been named as registered agent and to accept service of process for the above staliability company at the place designated in this certificate, I hereby accept the appointment registered agent and agree to act in this capacity. I further agree to comply with the provistatutes relating to the proper and complete performance of my duties, and I am familiar accept the obligations of my position as registered agent as provided for in Chapter 608,  (Signature)  J. Mark Goode	ent as visions of all with and
\$ 100.00 Filing Fee for Application \$ 25.00 Designation of Registered Agent	

\$ 30.00 Certified Copy (optional)\$ 5.00 Certificate of Status (optional)

#### GOVERNMENT OF THE DISTRICT OF COLUMBIA

DEPARTMENT OF CONSUMER AND REGULATORY AFFAIRS



#### CERTIFICATE

**THIS IS TO CERTIFY** that there were received and accepted for record in the Department of Consumer and Regulatory Affairs, Corporations Division, on the 8th day of October, 2003 Articles of Organization of:

LIFE ASSET PARTNERS, LLC

WE FURTHER CERTIFY that the above named Company is in <u>Good Standing</u> and duly organized and existing according to the records of Corporations Division, having filed all reports as required by the District of Columbia Limited Liability Company Act.

IN TESTIMONY WHEREOF I have hereunto set my hand and caused the seal of this office to be affixed this 8th day of October, 2003.

David Clark
DIRECTOR

John T. Drann

Acting Administrator

**Business Regulation Administration** 

Patricia E. Gravs

Superintendent of Corporations

Corporations Division