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FLORIDA/FOREIGN LIMITED LIABILITY CO.

QOC I LLC

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**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. Name of foreign limited liability company: QOC I LLC
2. Jurisdiction under the law of which foreign
limited liability company is organized: Delaware
3. FEI number, if applicable: Not Applicable
4. Date of organization: October 24, 2007
5. Duration: Perpetual
6. Date first transacted business in Florida: Not Applicable
7. Street Address of Principal Office: Q Capital Strategies, LLC
5901 Broken Sound Parkway, NW
Suite 200
Boca Raton, FL 33487
8. The limited liability company is a member managed company
9. Name, and address of manager: Q Opportunity Company LLC
c/o Q Capital Strategies LLC
5901 Broken Sound Parkway, NW
Suite 200
Boca Raton, FL 33487
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.
11. Nature of the business to be conducted or promoted in Florida:

The nature of the business is to engage in the identification, sourcing, structuring,
conducting due diligence on, purchasing, managing, servicing and selling previously
issued life insurance policies and to conduct such other lawful activities as may be
necessary or incidental in furtherance of the foregoing purpose.

/s/ Steven M. Shapiro
Steven M. Shapiro
Authorized Person

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**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. Name of the Limited Liability Company is: QOC I LLC
2. The name and Florida street address of the registered agent and office are:

Steven M. Shapiro
Q Capital Strategies, LLC
5901 Broken Sound Parkway, NW
Suite 200
Boca Raton, FL 33487

Having been named as a registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, Florida Statutes.


Steven M. Shapiro

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PAGE 1

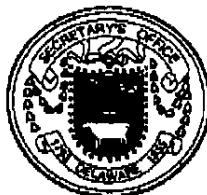
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I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "QOC I LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE THIRTY-FIRST DAY OF OCTOBER, A.D. 2007.

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

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Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6122502

DATE: 10-31-07