



1198000000406

400 East 2nd Avenue, Suite 1

Rome, Georgia 30161-9910

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April 22, 1998

Registration Section
Division of Corporations
409 East Gaines St.
Tallahassee, FL 32399

FILED
98 APR 23 PM 4: 09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dear Sir:

Please find enclosed an application for authorization to transact business in Florida. Also enclosed is an original certificate of existence from the Secretary of State of Georgia. With these documents I have included a check for \$337.50 to cover registration fees for:

\$250.00 - Filing fee for Application and Affidavit
35.00 - Fee for Designation of Registered Agent
52.50 - Certified Copy

\$337.50 - Total

Please advise me if there is any other information required.

Sincerely,

Suzanne P. Hill
Managing Director

400002498444-1
-04/23/98-01110-001
****337.50 ****337.50

M98-406

Name	OK 4/27
Availability	OK
Document Examiner	OK
Updater	OK
Updater Verifier	OK
Acknowledgment	OK
W. P. Verifier	OK

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

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACTION BUSINESS IN THE STATE OF FLORIDA:

1. The Viatical Exchange, L.C.

(Name of foreign limited liability company must end with the words "limited company" or their abbreviation "L.C." if not so contained in the name at present.)

2. Georgia

(Jurisdiction under the law of which foreign limited liability company is organized)

3. 58-2360689

(FEI number, if applicable)

4. October 17, 1997

(Date of Organization)

5. 2047

(Duration: Year limited liability company will cease to exist or "perpetual")

6. N/A

(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))

7. 400 E. 2nd Avenue, Suite 1

Rome, GA 30161-9910

(Street address of principal office)

8. List name, title, and business address of each managing member[MGRM] or manager[MGR]who will manage the foreign limited liability company in Florida: (attach additional page if necessary)

NAME & ADDRESS:

TITLE:

NAME & ADDRESS:

TITLE:

Suzanne P. Hill

Manager

400 E. 2nd Ave. Ste 1

Rome, GA 30161-9910

9. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the Secretary of State or the proper official having custody of records in the state 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 oath of the translator must be submitted.)

**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 name of the Limited Liability Company is:

The Viatical Exchange, L.L.C.

2. The name and the Florida street address of the registered agent and office are:

Harris N. Dvores, Esq.

(Name)

200 East Robinson Street, Suite 1250

Florida street address (P.O. Box **NOT** ACCEPTABLE)

Orlando FL 32801

City/State/Zip

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named as 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.



(Signature)

Filing Fee: \$ 35 for Designation of Registered Agent

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN
LIMITED LIABILITY COMPANY**

The undersigned member or authorized representative of a member of THE VIATICAL
EXCHANGE, LLC certifies: _____

- 1) the above named limited liability company has at least two members;
- 2) the total amount of cash contributed by the member(s) is \$ 30,000.
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ _____;
(A description of the property is attached and made a part hereto.)
and
- 4) the total amount of cash and property contributed and anticipated to be contributed
by member(s) is \$ 100,000.
(This total includes amounts from 2 and 3 above.)


Signature of a member or an authorized representative of a member
(In accordance with section 608.408(3), Florida Statutes, the execution of this
affidavit constitutes an affirmation under the penalties of perjury that the facts
stated herein are true.)

SUZANNE P. HILL

Typed or printed name of signee

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98 APR 23 PM 4:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Filing Fee: \$250.00 for Application and Affidavit

Secretary of State
Corporations Division
Suite 315, West Tower
2 Martin Luther King Jr. Dr.
Atlanta, Georgia 30334-1530

DOCKET NUMBER : 980860722
CONTROL NUMBER : 9737732
DATE INC/AUTH/FILED: 10/22/1997
JURISDICTION : GEORGIA
PRINT DATE : 03/27/1998
FORM NUMBER : 211

CSC
KEVIN G. JOHNSON
100 PEACHTREE STREET, STE 660
ATLANTA, GA 30303

CERTIFICATE OF EXISTENCE

I, Lewis A. Massey, the Secretary of State of the State of Georgia, do hereby certify under the seal of my office that

**THE VIATICAL EXCHANGE, LLC.
A GEORGIA LIMITED LIABILITY COMPANY**

was formed in the jurisdiction stated above or was authorized to transact business in Georgia on the above date. Said entity is in compliance with the applicable filing and annual registration provisions of Title 14 of the Official Code of Georgia Annotated and has not filed articles of dissolution, certificate of cancellation or any other similar document with the office of the Secretary of State.

This certificate relates only to the legal existence of the above-named entity as of the date issued. It does not certify whether or not a notice of intent to dissolve, an application for withdrawal, a statement of commencement of winding up or any other similar document has been filed or is pending with the Secretary of State.

This certificate is issued pursuant to Title 14 of the Official Code of Georgia Annotated and is prima-facie evidence that said entity is in existence or is authorized to transact business in this state.



Lewis A. Massey

Lewis A. Massey
Secretary of State