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E. Scott Golden

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FILE NUMBER

1127-18

VIA FEDEX

September 19, 2001

Corporate Records Bureau
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32396

Re: GWGYA, Inc.

300004602223--9
-09/20/01--01036--003
*****78.75 *****78.75

Dear Sir/Madam:

Enclosed are two original executed copies of the Articles of Incorporation for the referenced corporation for filing with the Secretary of State on the date received.

Also enclosed is a check in the amount of \$78.75 to cover the filing fee and costs, as follows:

Filing Articles of Incorporation:	\$ 70.00
Certified copy of Articles of Incorporation:	8.75
Total:	\$ 78.75

Please forward one certified copy of the Articles of Incorporation to the undersigned at your earliest convenience.

Sincerely yours,


E. SCOTT GOLDEN

ESG
Encs.

WP2AC:\OFFICE\WPWIN\WPDOCS\CORP\SECSTATE\LTR

FILED
01 SEP 20 AM 9:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PS 9/24/01

**ARTICLES OF INCORPORATION
OF
GWGYA, INC.**

FILED
01 SEP 20 AM 9:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is GWGYA, Inc.

ARTICLE II - DURATION

This corporation shall have perpetual existence.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of common stock at \$1.00 par value.

**ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT AND
PRINCIPAL OFFICE AND MAILING ADDRESS**

The street address of the initial registered office of this corporation is 644 Southeast Fourth Avenue, Fort Lauderdale, Florida 33301, and the name of the initial registered agent of this corporation at that address is E. SCOTT GOLDEN. The principal office of this corporation is 644 Southeast Fourth Avenue, Fort Lauderdale, Florida 33301, and the mailing address of this corporation is P.O. Box 1147, Clermont, Florida 34712-1147.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be increased or decreased from time to time in accordance with the Bylaws, but never shall be less than one (1).

The name and address of the initial director of this corporation are:

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**CERTIFICATE DESIGNATING REGISTERED OFFICE
FOR THE SERVICE OF PROCESS WITHIN THIS
STATE AND NAMING AGENT UPON WHOM SERVICE MAY BE SERVED** SECRETARY OF STATE
FLORIDA

This Certificate is submitted pursuant to Section 48.091 and 607.0501, *Florida Statutes*, as follows:

GWGYA, Inc., desiring to organize under the laws of the State of Florida with its registered office, as indicated in its Articles of Incorporation, in the City of Fort Lauderdale, County of Broward, State of Florida, has named E. SCOTT GOLDEN, of 644 Southeast Fourth Avenue, Fort Lauderdale, Florida 33301, as its agent to receive service of process within this State.

ACKNOWLEDGMENT:

Having been named to receive Service of Process for the above named corporation at the place designated in this Certificate, I hereby agree to act in this capacity and agree to comply with the provisions of said Act.



E. SCOTT GOLDEN

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