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FLORIDA PROFIT CORPORATION OR P.A.

AMERICAN LIFE AND ANNUITY HOLDINGS, INC.

Certificate of Status	0
Certified Copy	1
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SENT DEC 21 2001

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**ARTICLES OF INCORPORATION  
OF  
AMERICAN LIFE AND ANNUITY HOLDINGS, INC.**

The undersigned, a natural person competent to contract, does hereby make, subscribe and file these Articles of Incorporation for the purpose of organizing a corporation under the laws of the State of Florida.

**ARTICLE I  
CORPORATE NAME**

The name of this Corporation shall be: AMERICAN LIFE AND ANNUITY HOLDINGS, INC.

**ARTICLE II  
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of the Corporation is 4823 Old Kingston Pike, Suite 125, Knoxville, TN 37919.

**ARTICLE III  
NATURE OF CORPORATE BUSINESS AND POWERS**

The general nature of the business to be transacted by this Corporation shall be to engage in any and all lawful business permitted under the laws of the United States and the State of Florida.

ROXANNE K. BEILLY, ESQ., FLA. BAR #851450  
Arlas Pearlman, P.A.  
350 East Las Olas Boulevard, Suite 1700  
Fort Lauderdale, Florida 33301  
Phone No.: (954) 763-1200

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#### **ARTICLE IV CAPITAL STOCK**

The maximum number of shares that this Corporation shall be authorized to issue and have outstanding at any one time shall be two hundred fifty million (250,000,000) shares of common stock, par value \$.01 per share, and fifty million (50,000,000) shares of preferred stock, par value \$.01 per share. Series of the preferred stock may be created and issued from time to time, with such designations, preferences, conversion rights, cumulative, relative, participating, optional, or other rights, including voting rights, qualifications, limitations, or restrictions thereof as shall be stated and expressed in the resolution or resolutions providing for the creation and issuance of such series of preferred stock as adopted by the Board of Directors pursuant to the authority in this paragraph given.

#### **ARTICLE V TERM OF EXISTENCE**

This Corporation shall have perpetual existence.

#### **ARTICLE VI REGISTERED AGENT AND INITIAL REGISTERED OFFICE IN FLORIDA**

The street address of the initial registered office of the corporation is 350 E. Las Olas Boulevard, Suite 1700, Fort Lauderdale, FL 33301, and the name of its initial registered agent at such address is Roxanne K. Beilly.

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## **ARTICLE VII BOARD OF DIRECTORS**

This Corporation shall have one (1) Director initially.

## **ARTICLE VIII INITIAL DIRECTOR**

The name and address of the initial Directors of this Corporation are:

Dr. Archer W. Bishop, Jr.  
4823 Old Kingston Pike, Suite 125  
Knoxville, TN 37919

The person named as initial Director shall hold office for the first year of existence of this Corporation, or until his successors are elected or appointed and have qualified, whichever occurs first.

## **ARTICLE IX INCORPORATOR**

The name and address of the person signing these Articles of Incorporation as the Incorporator is Roxanne K. Beilly, c/o Atlas Pearlman, P.A., 350 E. Las Olas Blvd., Suite 1700, Fort Lauderdale, FL 33301.

## **ARTICLE X INDEMNIFICATION**

This Corporation may indemnify any director, officer, employee or agent of the Corporation to the fullest extent permitted by Florida law.

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**ARTICLE XI  
AFFILIATED TRANSACTIONS**

This Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.

**ARTICLE XII  
CONTROL SHARE ACQUISITIONS**

This Corporation expressly elects not to be governed by Section 607.0902 of the Florida Business Corporation Act, as amended from time to time, relating to control share acquisitions.

IN WITNESS WHEREOF, the undersigned Incorporator has executed the foregoing Articles of Incorporation on the 21 day of December, 2001.

  
Roxanne K. Beilly, Incorporator

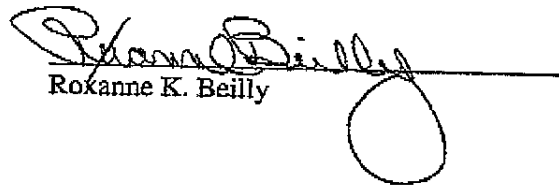
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**CERTIFICATE DESIGNATING REGISTERED AGENT  
AND OFFICE FOR SERVICE OF PROCESS**

AMERICAN LIFE AND ANNUITY COMPANY, INC., a corporation existing under the laws of the State of Florida with its principal office and mailing address at 4823 Old Kingston Pike, Suite 125, Knoxville, TN 37919, has named Roxanne K. Beilly, Atlas Pearlman, P.A., 350 E. Las Olas Blvd., Suite 1700, Fort Lauderdale, FL 33301, as its agent to accept service of process within the State of Florida.

**ACCEPTANCE:**

Having been named to accept service of process for the above named Corporation, at the place designated in this Certificate, I hereby accept the appointment as Registered Agent, and agree to comply with all applicable provisions of law. In addition, I hereby am familiar with and accept the duties and responsibilities as Registered Agent for said Corporation.

  
Roxanne K. Beilly

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