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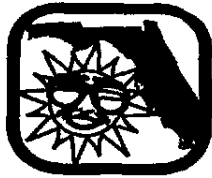


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TALLAHASSEE, FLORIDA

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## Florida Incorporators, Inc.

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Mark S. Hankins  
President  
8875 Hidden River Pkwy Ste. 300  
Tampa, FL 33637

March 22, 2006

Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

RE: ARM Financial Group, Inc.

Dear Corporate Specialist:

Enclosed is an original and one (1) copy of the Articles of Incorporation for the above-referenced corporation, and funds of \$78.75 representing the filing fee for same.

Please do not hesitate to contact the undersigned if there are any questions or concerns.

Sincerely,

Mark Hankins  
President

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06 MAR 24 AM 8:56

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Articles Of Incorporation  
of

ARM FINANCIAL GROUP, INC.

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THE UNDERSIGNED, ACTING AS INCORPORATOR OF A CORPORATION UNDER THE FLORIDA BUSINESS CORPORATION ACT, ADOPTS THE FOLLOWING ARTICLES OF INCORPORATION:

FIRST: The name of the corporation is ARM Financial Group, Inc.

SECOND: The period of its duration is perpetual.

THIRD: The date of the commencement of the corporate existence shall be April 1, 2006.

FOURTH: The purpose or purposes for which the corporation is organized is to engage in the transaction of any or all lawful business for which the corporation may be incorporated under the provisions of the Florida Business Corporation Act.

FIFTH: The aggregate number of shares which the corporation shall have authority to issue is ONE THOUSAND (1,000) SHARES of capital stock, \$.001 par value each.

SIXTH: The number of directors constituting the initial Board of Directors of the corporation is ONE (1) and the name and address of the person who is to serve as director until the first annual meeting of shareholders or until his successor is elected and qualified is:

BRIAN M. STANCARI  
2451 MCMULLEN BOOTH ROAD, SUITE 200  
CLEARWATER, FL 33759

SEVENTH: The name and address of the incorporator is:

BRIAN M. STANCARI  
2451 MCMULLEN BOOTH ROAD, SUITE 200  
CLEARWATER, FL 33759

EIGHTH: The name and address of the initial registered agent and the initial registered office is:

BRIAN M. STANCARI  
2451 MCMULLEN BOOTH ROAD, SUITE 200  
CLEARWATER, FL 33759

NINTH: The mailing address and principal office of the corporation is:

ARM FINANCIAL GROUP, INC.  
2451 MCMULLEN BOOTH ROAD, SUITE 200  
CLEARWATER, FL 33759

DATED: March 18, 2006

  
\_\_\_\_\_  
BRIAN M. STANCARI  
Incorporator

ACCEPTANCE OF REGISTERED AGENT

I hereby am familiar with and accept the duties and responsibilities as registered agent of the corporation.

  
\_\_\_\_\_  
BRIAN M. STANCARI