

11/24/2008

2:08 HARRIS, CRAMER LLP

FAX) 561 659 0701

P.00/005

Division of Corporations

Page of 1

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H08000262233 3)))



H08000262233ABC-

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850) 617-6381

From:

Account Name : HARRIS, CRAMER LLP
Account Number : I19990000234
Phone : (561) 478-7077
Fax Number : (561) 659-0701

DIVISION OF CORPORATIONS

08 NOV 24 PM 1:51

RECEIVED

FLORIDA PROFIT/NON PROFIT CORPORATION

Icon Term Life Inc.

Certificate of Status	0
Certified Copy	0
Page Count	04
Estimated Charge	\$70.00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

08 NOV 24 AM 10:15

FILED

MRB/25

Electronic Filing Menu

Corporate Filing Menu

Help

FILED ((H08000262233 3)))

08 NOV 24 AM 10:15

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
ICON TERM LIFE INC.**

Article I - Name

The name of this corporation is Icon Term Life Inc. (the "Company").

Article II - Principal Address

The principal address of the Company is:

123 NW 13th Street, Suite 300
Boca Raton, FL 33432

Article III - Purpose

The Company is organized for the purpose of transacting any or all lawful business.

Article IV - Capital Stock

The maximum number of shares of capital stock which the Company is authorized to issue is 1,000 shares of common stock, \$0.001 par value.

Article V - Initial Registered Office and Agent

The street address of the initial registered office of the Company is 1555 Palm Beach Lakes Boulevard, Suite 310, West Palm Beach, Florida 33401, and the name of the initial registered agent at that address is Michael D. Harris.

Article VI - Initial Board of Directors

The Company shall have a Board of Directors (the "Board") consisting of between one and three directors. The exact number shall be established from time to time by the resolution of the Board and may be either increased or decreased from time to time as provided in the bylaws.

FILED
08 NOV 24 AM 10:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
(((H08000262233 3)))

(((H08000262233 3)))

Article VII- Incorporator

The name and address of the person signing these articles is:

Michael D. Harris
c/o Harris Cramer LLP
1555 Palm Beach Lakes Blvd., Suite 310
West Palm Beach, Florida 33401-2327

Article VIII - Bylaws

The power to adopt, alter, amend or repeal bylaws shall be vested in both the Board and the shareholders.

Article IX - Indemnification

Subject to the qualifications contained in Section 607.0850, Florida Statutes, the Company shall indemnify its officers and directors and former officers and directors (the "Indemnitee(s)") against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement arising out of his or her services as an officer or director of the Company. Notwithstanding the indemnification provided for by this Article IX, the Company's bylaws, or any written agreement, such indemnity shall not include any expenses, liabilities or losses incurred by such Indemnitee(s) relating to or arising from any proceeding in which the Company asserts a direct claim (as opposed to a shareholders' derivative action) against the Indemnitee(s), whether such claim by the Company is termed a complaint, counterclaim, crossclaim, third-party complaint or otherwise.

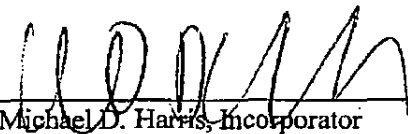
(((H08000262233 3)))

((H08000262233 3)))

Article X- Amendment

The Company reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 24th day of November, 2008.



Michael D. Harris, Incorporator

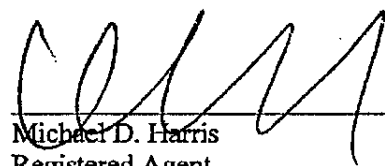
((H08000262233 3)))

((H08000262233 3)))

**ACCEPTANCE OF APPOINTMENT
OF
REGISTERED AGENT**

I hereby accept the appointment as Registered Agent of Icon Term Life Inc. contained in the foregoing Articles of Incorporation and state that I am familiar with and accept the obligations of Section 607.0505 of the Florida Business Corporation Act.

Dated: November 24, 2008



Michael D. Harris
Registered Agent

FILED
08 NOV 24 AM 10:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

((H08000262233 3)))