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CLIENT FIRST SETTLEMENT FUNDING ASSIGNMENT COMPANY**

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May 7, 2010

FLORIDA DEPARTMENT OF STATE

Division of Corporations
CLIENT FIRST SETTLEMENT FUNDING ASSIGNMENT COMPANY
301 YAMATO RD STE 3200
BOCA RATON, FL 33431

SUBJECT: CLIENT FIRST SETTLEMENT FUNDING ASSIGNMENT COMPANY
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Tina Roberts
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**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF**

CLIENT FIRST SETTLEMENT FUNDING ASSIGNMENT COMPANY

This corporation was incorporated on January 8, 2010 under the name Client First Settlement Assignment Company (the "Corporation") pursuant to Articles of Incorporation (the "Original Articles"). On February 11, 2010, pursuant to Articles of Amendment to Articles of Incorporation (the "Amended Articles," together with the Original Articles, collectively, the "Articles of Incorporation") filed with the Florida Secretary of State, the name of the Corporation was changed to Client First Settlement Funding Assignment Company. Pursuant to Sections 607.1003, 607.1004 and 607.1007, Florida Business Corporation Act, Amended and Restated Articles of Incorporation were approved by the directors of the Corporation on April 26, 2010, and by the shareholders of the Corporation on April 26, 2010. The only voting group entitled to vote on the adoption of the Amended and Restated Articles of Incorporation consists of the holders of the Corporation's common stock. The number of votes cast by such voting group was sufficient for approval by that voting group.

The Articles of Incorporation of the Corporation are hereby amended and restated in their entirety as follows:

**ARTICLE 1
NAME AND ADDRESS**

Section 1.1 Name. The name of the corporation is CLIENT FIRST SETTLEMENT FUNDING ASSIGNMENT COMPANY.

Section 1.2 Address of Principal Office. The address of the principal office of the corporation is 301 Yamato Road, Suite 3200, Boca Raton, Florida 33431.

Section 1.3 Mailing Address. The mailing address of the corporation is 301 Yamato Road, Suite 3200, Boca Raton, Florida 33431.

**ARTICLE 2
DURATION**

Section 2.1 Duration. This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed, except that if they are not filed by the Department of State of Florida within five business days after they are executed, corporate existence shall commence upon filing by the Department of State.

**ARTICLE 3
PURPOSES**

Section 3.1 Purposes. The purposes and business of the Corporation are to engage exclusively in the following activities: (a) to agree to purchase and purchase or otherwise acquire or accept from Client First Settlement Funding, LLC, a Florida limited liability company ("CFSF") or third parties all of the CFSF's or such third parties' right, title and interest in structured settlement receivables and lottery prize receivables ("Acquired Assets"), (b) to own,

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sell, transfer and otherwise deal with the Acquired Assets, (c) to offer to enter into structured settlements with claimants or their attorneys or other third parties ("Payees"), in transactions whereby the Corporation will assume an obligation to make periodic payments to Payees in exchange for receiving a lump sum from a lawsuit defendant or its insurer or other third party, (d) to open accounts and maintain funds of the Corporation, (e) to maintain records and accounts applicable to the operations of the Corporation, (f) to bring and defend legal actions, (g) to execute, deliver and perform its obligations under any documents required to effectuate the foregoing and (h) to engage in any activities reasonably related to the foregoing. In no event shall the Company acquire any real property or other material assets, other than Acquired Assets or except as expressly set forth herein.

ARTICLE 4 INDEPENDENT DIRECTOR; SEPARATENESS

Section 4.1 Independent Director.

(a) Until such time as all obligations of the Corporation to structured settlement Payees have been paid or otherwise satisfied in full, there shall be at least one Independent Director for the Corporation. An "Independent Director" shall mean a director of the Corporation who (i) shall not have been at the time of such person's appointment or at any time during the preceding five (5) years, and shall not be as long as such person is a director of the Corporation, (A) a director, officer, employee, partner, shareholder, member, manager or affiliate of any of the following persons (collectively, the "Independent Parties"): CFSF or any of their respective subsidiaries or affiliates other than the Corporation, (B) a supplier to any of the Independent Parties, (C) a person controlling or under common control with any partner, shareholder, member, manager, affiliate or supplier of any of the Independent Parties, or (D) a member of the immediate family of any director, officer, employee, partner, shareholder, member, manager, affiliate or supplier of any of the Independent Parties; and (ii) has prior experience as an independent director for a corporation or limited liability company whose charter documents required the unanimous consent of all independent directors thereof before such corporation or limited liability company could consent to the institution of bankruptcy or insolvency proceedings against it or could file a petition seeking relief under any applicable federal or state law relating to bankruptcy.

(b) With the consent of the initial stockholder of the Corporation, which consent the initial stockholder believes to be in the best interest of the initial stockholder and the Corporation, no Independent Director shall, with regard to any action to be taken under or in connection with this Article, owe a fiduciary duty or other obligation to the initial stockholder nor to any successor stockholders (except as may specifically be required by the statutory law of any applicable jurisdiction), and every stockholder, including each successor stockholder, shall consent to the foregoing by virtue of such stockholder's purchase of shares of capital stock of the Corporation, no further act or deed of any stockholder being required to evidence such consent. Instead, such director's fiduciary duty and other obligations with regard to such action under or in connection with this Article shall be owed to the Corporation (including its creditors). In addition, no Independent Director may be removed unless his or her successor has been elected.

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(c) Notwithstanding any other provision of these Articles and any provisions of law that otherwise so empower the Corporation, the Corporation shall not, without the unanimous consent of the Board of Directors, including the Independent Director, do any of the following:

(i) Engage in any business or activity other than as set forth in Article 3;

(ii) Dissolve or liquidate, in whole or in part;

(iii) (x) Be a party to a merger or consolidation with any other entity, or (y) convey, lease, sell or transfer all or substantially all of its assets to any entity, or permit any entity to convey, lease, sell or transfer its assets as an entirety to the Corporation;

(iv) Institute proceedings to be adjudicated bankrupt or insolvent, or consent to the institution of bankruptcy or insolvency proceedings against it, or file a petition or consent to a petition seeking reorganization or relief under any applicable federal or state law relating to bankruptcy seeking the Corporation's liquidation or reorganization or any other relief as a debtor, or consent to the appointment of a receiver, liquidator, assignee, trustee, sequestrator (or other similar official) of the Corporation or a substantial part of its property, or make any assignment for the benefit of creditors, or admit in writing its inability to pay its debts generally as they become due, or, to the fullest extent of the law, take any corporate action in furtherance of any such action;

(v) Take title to any personal or real property other than in the name of the Corporation;

(vi) Engage in any transaction or joint activity of any kind with an affiliate or with any other person (except as permitted under Article 3); or

(vii) Amend, alter, change or repeal in any manner whatsoever these Articles.

(d) The Corporation shall at all times be obligated to:

(i) maintain all of its business records and books of account separate from those of CFSF or any other person or entity;

(ii) ensure that its assets are not commingled with the assets of CFSF or any other person or entity;

(iii) conduct its business solely in its own name so as not to mislead third parties as to the identity of the entity with which such third parties are dealing, and maintain and utilize separate stationery, invoices

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and checks, and make no oral or written communications in the Corporation's name if they relate to CFSF;

(iv) obtain, whenever necessary, proper authorization from its directors or shareholders, as appropriate, for any action taken or to be taken by the Corporation;

(v) maintain financial statements separate from those of CFSF and any other person or entity, which financial statements will indicate the separate existence of the Corporation and its assets and liabilities;

(vi) provide for its administrative and operating expenses and liabilities, including its organizational expenses and the salaries of its own employees, consultants and agents, from its own funds and not from the funds of any other person or entity;

(vii) observe all procedures and formalities required by these Articles and the laws of the State of Florida and preserve their existence;

(viii) other than the purchase or acceptance through capital contributions of Acquired Assets, the payment of distributions and the return of capital to its shareholders, the payment of servicing fees to the servicer under the servicing agreement and the reimbursement of CFSF for any shared overhead expenses or services of employees, agents or consultants, the Corporation engages and has engaged in no intercorporate transactions with CFSF or any of its affiliates;

(ix) maintain its assets in accounts separate from those of each of its shareholders or any other person or entity;

(x) ensure that its initial capitalization is sufficient, and maintain adequate capital, in light of its limited purpose, business and liabilities;

(xi) ensure that it does not make any advance to or guarantee or become obligated for the debts of CFSF or any other person or entity or hold itself out to be responsible for the debts of CFSF or any other person or entity;

(xii) maintain and conduct its business from an office separate from that of any affiliate and sublease office space at a rent representing its pro rata share based upon an existing lease, of sufficient space which is separately allocated and identifiable to conduct its business;

(xiii) ensure that it does not pledge its assets for the benefit of any other person or entity (other than in favor of structured settlement payee);

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(xiv) ensure that it does not enter into any agreement to be named, directly or indirectly, as a direct or contingent beneficiary or loss payee on any insurance policy covering the property of any other person or entity;

(xv) ensure that it will not conceal from creditors any of its assets or participate in concealing the assets of any other person or entity;

(xvi) ensure it will not acquire any obligations or securities of any shareholders or any affiliates of any shareholders;

(xvii) ensure that it does not become involved in the day-to-day management of any other person or entity;

(xviii) ensure that it does not act as an agent of any other person or entity in any capacity;

(xix) ensure that it holds itself out as a separate entity and not as a division of any other person or entity and use reasonable efforts to correct any known misunderstanding regarding separateness;

(xx) ensure that it does not take any action or conduct its affairs in a manner, that could result in its separate existence being ignored, or its assets and liabilities being substantively consolidated with those of any person in a bankruptcy, reorganization or other insolvency proceeding;

(xxi) the Corporation shall not incur any indebtedness or other obligations other than the indebtedness and obligations to structured settlement payees or in connection with the purchase of Acquired Assets;

(xxii) the Corporation shall file separate tax returns from those of CFSF or any other person or entity, except as may be required by applicable law;

(xxiii) ensure that all transactions between the Corporation and any affiliate will be at arm's length and on terms no less favorable than available to either party in a similar transaction with a non-affiliate;

(xxiv) use separate stationery, internet address, invoices and checks bearing its own name; and

(xxv) not have any subsidiaries.

ARTICLE 5 CAPITAL

Section 5.1 Authorized Capital. The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 1,000 shares of voting common stock having a par value of \$0.01 per share.

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ARTICLE 6
INITIAL REGISTERED OFFICE AND AGENT

Section 6.1 Name and Address. The street address of the initial registered office of this corporation is One Independent Drive, Suite 1300, Jacksonville, Florida 32202, and the name of the initial registered agent of this corporation at that address is F&L Corp.

ARTICLE 7
DIRECTORS

Section 7.1 Number. This corporation shall have three (3) directors. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one.

ARTICLE 8
BYLAWS

Section 8.1 Bylaws. The initial bylaws of this corporation shall be adopted by the board of directors. Bylaws may be amended or repealed from time to time by either the board of directors or the shareholders, but the board of directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the board of directors.

ARTICLE 9
INCORPORATOR

Section 9.1 Name and Address. The name and street address of the incorporator of this corporation are:

NAME	ADDRESS
Robert S. Bernstein, Esq.	One Independent Drive, Suite 1300 Jacksonville, Florida 32202

ARTICLE 10
INDEMNIFICATION

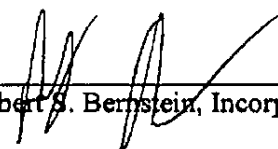
Section 10.1 Indemnification. The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

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ARTICLE 11
AMENDMENT

Section 11.1 Amendment. This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the incorporator has executed these Articles of Incorporation on May 6, 2010.



Robert S. Bernstein, Incorporator

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ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in the above Amended and Restated Articles of Incorporation, the undersigned agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of its duties. The undersigned is familiar with and accepts the obligations of a registered agent.

F&L CORP.

By: 

Chauncey W. Lever, Jr.
Authorized Signatory

Date: 

, 2010