

P11000011292

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Fax Audit No H15000198628



August 17, 2015

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

IMPERIAL HOLDINGS, INC.  
701 PARK OF COMMERCE BLVD., SUITE 301  
BOCA RATON, FL 33487

SUBJECT: IMPERIAL HOLDINGS, INC.  
REF: P11000011292

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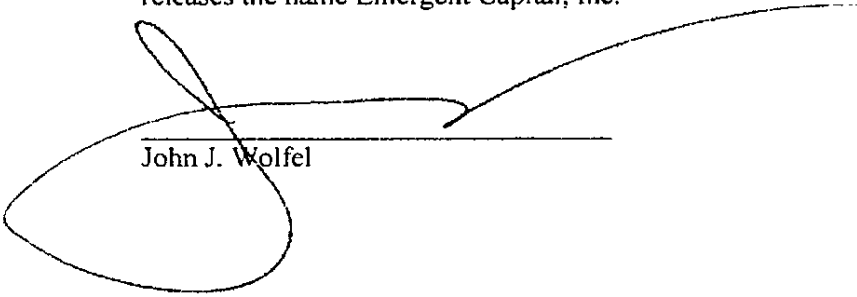
August 17, 2015

Florida Department of State  
Division of Corporations

Re: Emergent Capital, Inc.

Ladies and Gentlemen:

The undersigned, as Incorporator of Emergent Capital, Inc., a Florida corporation formed March 10, 2015 (Document No. P15000023257) and voluntarily dissolved on August 17, 2015 (the "Company"), hereby confirms that the Company has no intention of revoking the dissolution and releases the name Emergent Capital, Inc.



John J. Wolfel

Fax Audit No H15000198628

9-1-15

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2015 AUG 17 PM 5:00

IMPERIAL HOLDINGS, INC.  
(Florida Document Number P11000011392)

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
(Changing Name to Emergent Capital, Inc.)

This corporation was formed as a limited liability company on November 29, 2006, under the name Imperial Holdings, LLC, and was converted to a corporation effective February 3, 2011, under the name Imperial Holdings, Inc. Pursuant to Sections 607.1001, 607.1003, 607.1004 and 607.1006, Florida Business Corporation Act, an amendment to Section 1.1 of the Articles of Incorporation was approved by the Board of Directors at a meeting held on March 3, 2015 and was adopted by the shareholders at the Annual Meeting of Shareholders on May 28, 2015. The only voting group entitled to vote on the adoption of the amendment 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. At a meeting held on July 23, 2015, the Board of Directors approved the amendment shall be effective September 1, 2015. Section 1.1 of the Articles of Incorporation of the corporation is hereby amended in its entirety to read as follows:

"Section 1.1 Name. The name of the corporation is Emergent Capital, Inc. (the "Corporation")."

Pursuant to Section 607.0123, Florida Business Corporation Act, this amendment shall be effective September 1, 2015.

IN WITNESS WHEREOF, the undersigned Chief Executive Officer and Director of this corporation has executed these Articles of Amendment this 14th day of August, 2015.

By:   
Name: Antony Mitchell, Chief Executive  
Officer and Director