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FLORIDA PROFIT/NON PROFIT CORPORATION
Emergent Capital, Inc.

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ARTICLES OF INCORPORATION
OF
EMERGENT CAPITAL, INC.

Article 1.
NAME AND ADDRESS

Section 1.01 Name. The name of the corporation is EMERGENT CAPITAL, INC. ("Corporation").

Section 1.02 Address of Principal Office; Mailing Address. The address of the principal office and mailing address of the Corporation is The Plaza, 5355 Town Center Road, Suite 701, Boca Raton, Florida 33486.

Article 2.
EFFECTIVE DATE

Section 2.01 Effective Date. 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 3.01 Purposes. This corporation is organized for the purpose of transacting any or all lawful business permitted under the laws of the United States and of the State of Florida.

Article 4.
CAPITAL STOCK

Section 4.01 Authorized Capital. The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 100 shares of voting common stock having a par value of \$.01 per share.

Article 5.
INCORPORATOR

Section 5.01 Name and Address of Incorporator. The name and address of the sole incorporator is as follows:

<u>Name</u>	<u>Address</u>
John J. Wolfel	One Independent Drive, Suite 1300 Jacksonville, Florida 32202

Article 6.
REGISTERED OFFICE AND AGENT

Section 6.01 Name and Address. The street address of the registered office of the Corporation is One Independent Drive, Suite 1300, Jacksonville, Florida 32202, and the name of the registered agent is F&L Corp.

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Article 7.
DIRECTORS

Section 7.01 Number. This corporation shall have four directors initially. 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 8.01 Bylaws. The bylaws may be amended or repealed from time to time by either the Board of Directors or the shareholders, but the Board of Directors shall not alter, amend or repeal any Bylaw adopted by the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 the bylaw is not subject to amendment or repeal by the Board of Directors.

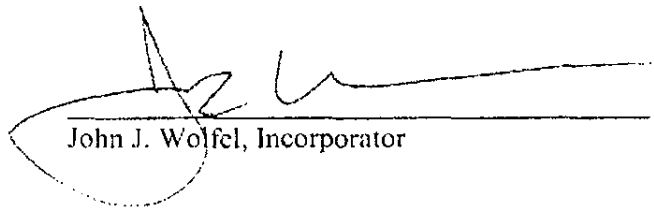
Article 9.
INDEMNIFICATION

Section 9.01 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.

Article 10.
AMENDMENT

Section 10.01 Amendment. The 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 undersigned has executed these Articles of Incorporation this 9th day of March, 2015.


John J. Wolfel, 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 Articles of Incorporation, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties. I am familiar with and I accept the obligations of a registered agent.

F&L Corp., Registered Agent

Charles V. Hedrick

By: Charles V. Hedrick, Authorized Signatory
Date: March 9, 2015