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TALLAHASSEE, FL 32310
904-222-0170
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PA500066849

ACCOUNT NO. : 072100000032

REFERENCE : 667807 156166A

AUTHORIZATION :

Patricia Pytko

COST LIMIT : \$ *1000*

ORDER DATE : August 23, 1995

ORDER TIME : 2:41 PM

ORDER NO. : 667807

CUSTOMER NO: 156166A

CUSTOMER: Mary Carotenuto, Esq
MARY CAROTENUTO, ESO

Suite 200
3000 Gulf To Bay Boulevard
Clearwater, FL 34619

DOMESTIC FILING

NAME: RAINBOW VIATICAL SETTLEMENTS
CORPORATION

X ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

X CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Gail L. Shelby

EXAMINER'S INITIALS:

T. BROWN AUG 29 1995

FILED
95 AUG 24 PM 3:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

August 24, 1995

Sandra B. Mortham
Secretary of State

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: RAINBOW VIATICAL SETTLEMENTS CORPORATION
Ref. Number: W95000017071

We have received your document for RAINBOW VIATICAL SETTLEMENTS CORPORATION and the authorization to debit your account in the amount of \$122.50. However, the document has not been filed and is being returned for the following:

The designation of the registered agent must be at a Florida street address.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6932.

Teresa Brown
Corporate Specialist

Letter Number: 895A00039550

**ARTICLES OF INCORPORATION
OF
RAINBOW VIATICAL SETTLEMENTS CORPORATION**

FILED
95 AUG 24 PM 3:19
CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA

I, the undersigned, hereby make the within Articles of Incorporation for the purpose of becoming incorporated and being a corporation under any and by virtue of the laws of the State of Florida under the following proposed charter:

ARTICLE I - NAME/ADDRESS

The name of this corporation shall be RAINBOW VIATICAL SETTLEMENTS CORPORATION, and it's business shall be carried on in the State of Florida and such other states and foreign countries as may be agreed upon, and it's principal place of business shall be 3000 Gulf To Bay Blvd., Clearwater, Florida 34619 or such other place as from time to time is designated.

ARTICLE II - PURPOSE

This corporation shall be authorized and permitted to engage in any activity or business permitted under the laws of the United States and the State of Florida. This corporation's primary business shall be Viatical Settlements and to do every other act or thing incidental or pertinent to or growing out of or connected with the aforesaid purpose and in addition, to engage in any other business or businesses permitted under the laws of the United States and the State of Florida.

ARTICLE III - CAPITAL STOCK

The total number of shares that may be issued by the corporation is 7,500 shares of common stock, with a par value of one dollar per share, which stock may be issued in fractional

shares and may be in whole or in part cancelled and reissued at any time in compliance with the By-Laws of this corporation. Said stock shall be paid for in such manner as the Board of Directors may provide and approve, whether in cash, services or property.

ARTICLE IV - DURATION

This corporation shall have perpetual existence unless sooner terminated by operation of law or voluntary dissolution in the manner prescribed by law.

ARTICLE V - OFFICERS AND DIRECTORS

The business and affairs of this corporation shall be conducted and managed by a Board of Directors of not less than one member who shall be elected annually by the stockholders of the corporation at such time and place as may be fixed by the By-Laws, Shareholder's Agreement, or by resolution of the Board of Directors, and who shall hold office until their successors shall be elected and qualified. The names and addresses of the initial officers and directors who are to serve until the first annual meeting of the stockholders are as follows:

Mary Carotenuto
3000 Gulf To Bay Blvd., Suite 209
Clearwater, FL 34619

ARTICLE VI - INCORPORATORS

The name and address of the incorporator to these Articles is Mary Carotenuto, 3000 Gulf To Bay Blvd., Suite 209, Clearwater, FL 34619.

ARTICLE VII - BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and Shareholders in accordance

with the Shareholders Agreement.

ARTICLE VIII - POWERS

This corporation shall have all the corporate powers enumerated in the Florida General Corporation Act as now pending or hereafter enacted.

IN WITNESS WHEREOF, I, the undersigned, for the purpose of forming a corporation to do business in the State of Florida, under the laws of Florida, do make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and set my hand this 18 day of August, 1995.


MARY CAROTENUTO

ACCEPTANCE

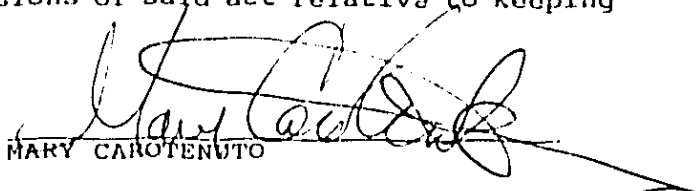
Pursuant to Florida Statutes, the following is submitted in compliance with said act:

That RAINBOW VIATICAL SETTLEMENTS CORPORATION desiring to organize under the laws of the State of Florida with its principal office as indicated in the foregoing Articles of Incorporation at the City of Clearwater, County of Pinellas, State of Florida, have named Mary Carotenuto at said address, City of Clearwater, County of Pinellas, State of Florida as its registered agent to accept service of process within this State. The registered address is 3000 Gulf to Bay Blvd., Clearwater, FL 34619.

ACCEPTANCE

Having been named to accept service of process for the above named corporation, at the place designated in the above Articles of Incorporation, I hereby accept appointment in this capacity, and

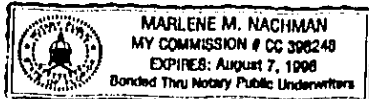
agree to comply with the provisions of said act relative to keeping open said office.


MARY CAROTENUTO

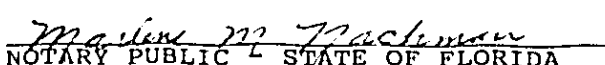
STATE OF FLORIDA)
 SS
COUNTY OF PINELLAS)

Before me, the undersigned authority, personally appeared Mary Carotenuto, who being duly sworn by me, deposes and says that she is the individual described in the foregoing Acknowledgement and that all things contained therein are true and correct.

Sworn to and subscribed before me this 18 day of August, 1995.



My Commission Expires:


NOTARY PUBLIC - STATE OF FLORIDA