TBK SH. STREET TERESA OMAN PHONE: (904) 385-6735 FAX: (904) 9-6761 FLORIDA PROFIT CORPORATIO OR P.A. (11960000003458))) DOCUMENT TYPE: CURRENT NAME: IMPERIAL HOLDINGS, INC. FAX AUDIT NUMBER: H96000003458 STATUS: REQUESTED DATE REQUESTED: 03/11/1996 TIME REQUESTED: CERTIFICATE OF STATUS: O NUMBER OF 18:23:52 CERTIFIED COPIES: 0 METHOD OF DELIVERY: MAIL ESTIMATED CHARGE: \$70.00 PAGES: 4 ACCOUNT NUMBER: 072720000101 Note: Please print this page and use it as a cover shoot when submitting documents to the Division of Corporations. Your document cannot be processed without the information contained on this page. Remember to type the Fax Audit number on the top and bottom of all pages of the document. (((H96000003458))) ** ENTER 'M' FOR MENU. **

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ANTICLES OF INCOMPONATION OF IMPERIAL HOLDINGS, INC.

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ARTICLE I - MANE

The name of this corporation shall be IMPERIAL HOLDINGS INC.

APPLICIA II ~ DURAVION

This corporation shall commence existence immediately upon miling these Articles of Indorporation and shall exist perpetually thereafter unless dissolved according to law.

ARVICLE III - PURPOSE & POMERS

Except as restricted by these Articles of Incorporation, this corporation is organised for each and every legal and lawful purpose for which a corporation may be organised under Florida law.

Except as restricted by these Articles of Incorporation, this corporation shall have and may exercise all powers and rights which a corporation may exercise under Florida law or under the laws of the United States of America.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue ONE THOUSAND (1,000) shares of ONE HUMPREDTH DOLLAR (\$0.01) par value common stock, which shall be designated "COMMON SHARES."

ARTICLE V - PRINCIPAL OFFICE

The principal office of this corporation is 3260 S.E. Dixie Highway, Stuart, FL 34957.

This Document prepared by: Jeffrey J. Suter, Esquire 400 Australian Avenue South, Ste. 500 West Pelm Boach, FL 33401 (407)832-3300 FL Bar Bo.: 0715300

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ARTICLE VI .. INITIAL RESISTING AGENT AND OFFICE

The initial registered egent and office for this corporation are:

Jeffrey J. Sutar, Require 400 Australian Avenue South, Ste. 500 West Palm Boach, PL 33401.

ARTICLE VIX - INCORPORATUR

The name and address of the person signing these articles of incorporation as incorporator are:

Jeffrey J. Suter, Require 400 Australian Avanue South, Ste. 500 West Palm Beach, PL 33401.

ARTICLE VIII - HOARD OF DIRECTORS

This corporation shall have an initial Board of Directors consisting of two (2) Directors. The number of Directors may be changed from time to time by the Bylaws of the corporation, provided that the Board of Directors shall at all times have no less than one (1) Director.

APTICLE IX - BYLAWS

The Bylaws of this corporation may be adopted, amended, altered or repealed by the Board of Directors.

APTICLE X - INDENSIFICATION

This corporation may indemnify its officers and directors to the fullest extent permitted under Florida law.

ARTICLE XI - AMENDMENT

This corporation reserves the right to amend, after or repeal any provision contained in these articles of incorporation by majority vote of the shareholders of the corporation, provided that the mame be accomplished in accordance with the Florida General Corporation Act.

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JEFRAN J. SUTER

STATE OF FLORIDA

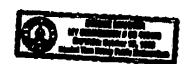
COUNTY OF PAIN ! . CH

I HERENY CERTIFY that on this day, before me, an officer duly authorised to take caths and acknowledgments in the state and county aforesaid, personally appeared JEFFREY J. SUTER who is personally known to me and he acknowledged before me that he executed the same.

WITHERS my hand and seal this 11Th day or March, 1996.

Depuse Mahren

my commission expires:



H96000003457

CERTIFICATE DESIGNATING PLAUM OF MUSINESS OR DOMICILE FOR SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

The following is submitted as required under Section 48.091, Florida Statutes:

That INPERIAL MOLDINGS, INC. desiring to organise under the laws of the State of Florida, with its principal place of business in Martin County, Florida, has named Juffrey J. Suter, Esquire, 400 Australian Avenue South, Suite 502, West Falm Beach, FL 33401, as the corporation's registered agent to accept service of process within the State of Florida.

Date: 3/11/96

PETERY J. BUTER

That, having been named to account service of process for the corporation named above, at the place designated in this certificate, I hereby agree to set in such capacity and to comply with all provisions contained in the Florida Statutes concerning the proper and complete performance of my duties as registered agant.

Date: 3/1/94

Registered Agent

FILED 95 MAR 12 PH 3: 25 SECRETARY OF STATE TALLAHARRE