

P 960000 61800

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870

Mailing Address: Post Office Box 10349, Tallahassee, FL 32302

TOLL FREE No. 1-800-342-8062

FAX (904) 222-1222

EFFECTIVE DATE
7-23-96

NAME _____

FIRM _____

ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

MAILED JUL 24 1996.

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE	7/24/96		
TIME	9:00		CK No. _____
BY	CD		

WALK-IN
Will Pick Up _____

RE: VIATICAL Funding, Inc.

	C.C. FEE	DISBURSED
<input checked="" type="checkbox"/> Capital Express™		
<input checked="" type="checkbox"/> Art. of Inc. File		
<input type="checkbox"/> Corp. Record Search		
<input type="checkbox"/> Ltd. Partnership File		
<input checked="" type="checkbox"/> Foreign Corp. File		
<input type="checkbox"/> () Cert. Copy(s)		
<input type="checkbox"/> Art. of Amend. File		
<input type="checkbox"/> Dissolution/Withdrawal		
<input type="checkbox"/> C U S.		
<input type="checkbox"/> Fictitious Name File		
<input type="checkbox"/> Name Reservation		
<input type="checkbox"/> Annual Report/Reinstatement		
<input type="checkbox"/> Reg. Agent Service		
<input type="checkbox"/> Document Filing		
<input type="checkbox"/> Corporate Kit		
<input type="checkbox"/> Vehicle Search		
<input type="checkbox"/> Driving Record		
<input type="checkbox"/> Document Retrieval		
<input type="checkbox"/> UCC 1 or 3 File		
<input type="checkbox"/> UCC 11 Search		
<input type="checkbox"/> UCC 11 Retrieval		
<input type="checkbox"/> File No.'s, _____ Copies		
<input type="checkbox"/> Courier Service		
<input type="checkbox"/> Shipping/Handling		
<input type="checkbox"/> Phone () _____		
<input type="checkbox"/> Top Priority		
<input type="checkbox"/> Express Mail Prep.		
<input type="checkbox"/> FAX () _____ pgs.		

SUBTOTALS

FEE.....	\$ _____
DISBURSED.....	\$ _____
SURCHARGE.....	\$ _____
TAX on corporate supplies.....	\$ _____
SUBTOTAL.....	\$ _____
PREPAID.....	\$ _____
BALANCE DUE.....	\$ _____

Please remit invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
1 1/2% per month on Past Due Amounts
Past 30 Days, 18% per Annum.

THANK YOU
from
Your Capital Connection

ARTICLES OF INCORPORATION
OF
VIATICAL FUNDING, INC.

EFFECTIVE DATE
7-23-94

ARTICLE I
NAME

The name of the Corporation is Viatical Funding, Inc., whose business address shall be 677 North Washington Blvd. Suite C-2, Sarasota, Florida, 34236.

ARTICLE II
DURATION

This Corporation shall exist perpetually, commencing as of the date of execution of these Articles of Incorporation.

ARTICLE III
PURPOSES

This Corporation may engage in the business of raising capital for investment activities, purchasing life insurance contracts, and managing viatical settlements and any activity necessary or desirable to effectuate the foregoing and which is permitted under the laws of the United States of America and of the State of Florida.

ARTICLE IV
CAPITAL STOCK

This Corporation is authorized to issue Nine Hundred Thousand Shares of Common Stock A, and One Hundred Thousand Shares of Common Stock B. Common Stock A shall be non-voting, and Common Stock B shall be voting. Otherwise, the shareholders shall have the same rights and obligations with respect to Common Stock A and Common Stock B, which

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55 JUL 24 AM 10:45
TALLAHASSEE, FLORIDA

rights and obligations shall be more fully described in the Bylaws to the Corporation. Par value per share for each classification of Common Stock shall be ten cents. All shares of Common Stock, both A and B, shall bear the following legend:

"The securities represented by this certificate have been issued in reliance on exemptions contained in and have not been registered under either the Securities Act of 1933 or the Florida Securities Act. Consequently, these securities may not be sold or transferred without registration under such securities laws, or unless sold or transferred in a transaction which is exempt from registration under such laws."

ARTICLE V

REGISTERED AGENT AND REGISTERED OFFICE

The street address of the initial registered office of this Corporation is 3663 Central Avenue, St. Petersburg, Florida, 33713. The name of the initial registered agent of this Corporation at that address is John L. Maloney.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

This Corporation shall have two Directors initially. The number of Directors may either be increased or decreased from time to time by the Bylaws, but shall never be less than one (1). The names and addresses of the initial Directors of this Corporation are:

NAME	ADDRESS
C. Douglas York	7313 Edenville Sarasota, Florida 34243
Robert Coyne	341 Maitland Ave. Suite 120 Maitland, Florida 32751

ARTICLE VII

RIGHTS OF INITIAL DIRECTORS

Each of the initial Directors shall have the right to be a Director of the Corporation as long as that respective Director is a Shareholder of the Corporation. By acquiring stock in this Corporation, each Shareholder agrees to abide by this right and to elect each of the initial Directors named in these Articles of Incorporation to the office of Director as long as that Director is a Shareholder of the Corporation. This Article may not be amended in any way without the written consent of each of the initial Directors who is a Shareholder of the Corporation at the time of the Amendment.

ARTICLE VIII

INCORPORATOR

The name and address of the person signing these Articles of Incorporation is John L. Maloney of 3663 Central Avenue, St. Petersburg, Florida, 33713.

ARTICLE IX

INDEMNIFICATION

The Corporation shall indemnify any officer or Director or any former officer or Director, to the full extent permitted by law.

ARTICLE X

BYLAWS

The initial Bylaws shall be adopted by the Board of Directors. The power to alter, amend, or repeal the Bylaws or adopt new Bylaws

is vested in the Board of Directors, subject to repeal or change by action of the Shareholders.

ARTICLE XI

COMPENSATION FOR OFFICERS

Until rescinded by vote of a majority of the Shareholders, the Board of Directors of the Corporation shall be entitled to fix officers' salaries and other compensation whether or not any one or more officer also serves as Director of the Corporation.

ARTICLE XII

SHAREHOLDER RESCISSION NOTICE

The Corporation shall not sell shares of stock in the Corporation without giving each purchaser a notice of their right to rescind the purchase within three days after the first tender of consideration for the purchased shares pursuant to Florida Statute § 517.061 (11) (a) (5). Each purchaser shall be given the written notice in a form substantially as follows:

"Nothing herein to the contrary, Florida residents who have subscribed for units have the right, pursuant to Section § 517.061 (11) of Florida Securities Act, to withdraw his or her subscription for units, and receive a full refund of all monies paid, within three (3) days of purchasing such units. To accomplish this withdrawal, a subscriber need only send a letter or telegram to the Company at the address set forth in the text of this private placement memorandum, indicating his or her intention to withdraw. Such letter or telegram should be sent and postmarked prior to the end of the aforementioned third (3rd) day. It is prudent to send such

letter by Certified Mail, return receipt requested, to insure that it is received and also to evidence the time when it was mailed. If the request is made orally (in person or by telephone, to the Company at the number listed in the text in this private placement memorandum), a written confirmation that the request has been received should be requested."

ARTICLE XIII

INFORMAL SHAREHOLDER ACTION

The holders of not less than a majority of the issued and outstanding shares of the voting stock of the Corporation may act by written agreement without a meeting, as provided in Florida Statutes 607.0704 and the Bylaws.

ARTICLE XIV

LONG-TERM EMPLOYMENT CONTRACT

The Board of Directors may authorize the Corporation to enter into employment contracts with any executive officer for periods longer than one year, and any charter or Bylaw provision for annual election shall be with prejudice to the contract rights, if any, of the executive officer under such contract(s).

ARTICLE XV

STOCK TRANSFER RESTRICTIONS

Shares of each class held by each Shareholder whether or not hereafter acquired may not be sold, hypothecated or otherwise transferred to other persons unless written permission is first obtained by the Board of Directors. Other provisions regarding this

restriction may be specified by the Bylaws of the Corporation, which Bylaws may expand this Article.

ARTICLE XVI

AMENDMENT

The Board of Directors shall have no authority to alter or amend the Articles of Incorporation unless consent is first given by a majority action of the voting Shareholders of the Corporation.

ARTICLE XVII

"S" ELECTION RESTRICTION

Each Shareholder, by acquiring shares of any class of stock in the Corporation, agrees to so vote his shares as to cause the Corporation to be taxed as an "S" Corporation and to not sell, convey or assign any of said acquired shares of stock to any person or entity which would cause loss of an "S" Corporation election under the provisions of the Internal Revenue Code unless a majority of the voting Shareholders shall approve the loss of an "S" Corporation election. Any transfer or sale in violation of this restriction shall be void.

IN WITNESS WHEREOF, the undersigned executes these Articles of Incorporation this 23 day of July, 1996.

John L. Maloney
INCORPORATOR

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing Articles of Incorporation were acknowledged before me this 23 day of July, 1996, by John L. Maloney, who is personally

known to me or who has produced _____ NA _____ as
identification and who did/did not take an oath.



CATHERINE ANNE JERMONT
MY COMMISSION # CC288525 EXPIRES
May 20, 1997
BONDED THRU TROY TAIN INSURANCE, INC.

Catherine Anne Jermont
Printed Name: Catherine Anne Jermont
Title: Notary Public
Serial Number, if any: CC288525

FILED
96 JUL 11 AM 10:46
TALLAHASSEE
FLORIDA

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered
Agent of Viatical Funding, Inc. which is contained in the foregoing
Articles of Incorporation.

Dated this 27 day of July, 1996

John J. Maloney
REGISTERED AGENT

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904) 224-8870

* Mailing Address: Post Office Box 10349, Tallahassee, FL 32302

TOLL FREE No. 1-800-342-8062

FAX (904) 222-1222

P96000061800

NAME _____
FIRM _____
ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

of _____
RE: STATUTORY FUNDING, INC.

	FEE	DISBURSED
Capital Expenses		
Art. of Amend. File		
Dissolution/Withdrawal		
C U S -		
Fictitious Name File		
Name Reservation		
Annual Report/Reinstatement		
Rep. Agent Service		
Document Filing		
Corporate Kit		
Vehicle Search		
Driving Record		
Document Retrieval		
UCC 1 or 3 File		
UCC 11 Search		
UCC 11 Retrieval		
File No.'s, Copies		
Courier Service		
Shipping/Handling		
Phone ()		
Top Priority		
Express Mail Prep.		
FAX () pgs.		

SUBTOTALS

FEE.....	\$
DISBURSED.....	\$
SURCHARGE.....	\$ 7.20
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$

Please remit invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
1 1/2% per month on Past Due Amounts
Past 30 Days, 18% per Annum.

THANK YOU
from
Your Capital Connection

REQUEST TAKEN CONFIRMED APPROVED
DATE 9/20
TIME CK No.
BY

WALK-IN
Will Pick Up 11:30 AM

EXHIBIT "A"

AMENDMENT TO THE ARTICLES OF INCORPORATION
OF VIATICAL FUNDING, INC.
A FOR PROFIT CORPORATION

96 SEP 20 AM 10:39

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The Articles of Incorporation of Viatical Funding, Inc. accepted for filing on July 23, 1996 are hereby amended, pursuant to action of the Board of Directors, to amend Article X by deleting the present provision and substituting in the following language and by deleting Article XVI in its entirety. No Shareholder of the Corporation had been issued shares of stock in the Corporation prior to this action and therefore no shareholder action was required to approve this action. This Amendment is made pursuant to Florida Statute §§ 607.1005 & 607.1006, and was adopted by written action of the Board of Directors on August 28, 1996.

ARTICLE X is amended to read as follows:

"ARTICLE XVIII
RESTRICTION ON AMENDMENT TO THE ARTICLES OF
INCORPORATION AND BYLAWS

After the date of this amendment, the voting shareholders of the Corporation and the Board of Directors shall have no authority to amend or modify either the Articles of Incorporation or the first set of Bylaws adopted by the Board of Directors."

ARTICLE XVI is amended by deleting it entirely. This deletion shall not alter the numbering of the remaining Articles.

In all other respects, the Articles of Incorporation shall remain the same.

Approved and adopted this 28 day of August, 1996 by the entire Board of Directors of Viatical Funding, Inc.



Douglas York



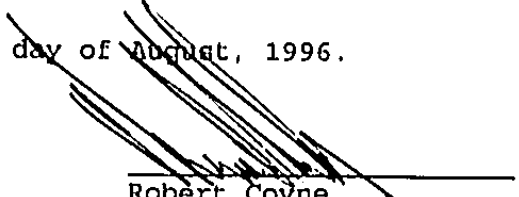
Robert Coyne

WRITTEN ACTION OF THE BOARD OF DIRECTORS
OF VIATICAL FUNDING, INC.

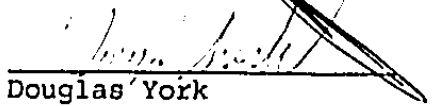
The undersigned, being all the Directors of Viatical Funding, Inc. (the Corporation), hereby make the following written action in lieu of holding a meeting regarding same, and by execution of this action, hereby waive prior notice of the action so taken.

RESOLVED that the Corporation's Articles of Incorporation be amended in the form and substance of the amendment attached hereto as Exhibit A.

DONE AND APPROVED this 28th day of August, 1996.



Robert Coyne



Douglas York