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1201 U.S. HIGHWAY ONE CRYSTAL TREE CENTRE, SUITE 435

NORTH PALM BEACH, FLORIDA 33408

TELEPHONE (561) 622-3400

FACSIMILE (561) 622-0565

E-MAIL: avislaw@aol.com

WARREN E. AVIS, JR.*

DEBORAH K. AVIS**

MARINA D. PETILLO***

THEODORE T. TARONE, JR.

RICHARD D. GROW* Δ
OF COUNSEL

*ALSO ADMITTED IN MICHIGAN

**ALSO ADMITTED IN SOUTH CAROLINA

***ALSO ADMITTED IN NEW YORK

Δ ALSO ADMITTED IN DISTRICT OF COLUMBIA

PALM BEACH OFFICE
125 WORTH AVENUE, SUITE 221
PALM BEACH, FLORIDA 33480
TELEPHONE (561) 659-0200
FACSIMILE (561) 659-0942

PLEASE REPLY TO:

January 27, 1998

North Palm Beach

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: MIDWEST HOLDINGS, INC.

Dear Sir or Madam:

Enclosed please find the original and one copy of the Articles of Incorporation of the above-captioned corporation together with the executed acceptance of appointment of registered agent and the firm's check in the amount of \$78.75 covering the following fees: 01/29/98-01998-007


Filing Fee	\$35.00
Certificate of Good Standing	8.75
Registered Agent Designation	35.00
	<u>\$78.75</u>

500902417805
2/2/98 01008-7

Please file the original Articles of Incorporation, date and stamp the enclosed copy and return it with a Certificate of Good Standing letter to the undersigned.

Very truly yours,

Avis & Avis, P.A.


Alan F. Anderson, Secretary to
Warren E. Avis, Jr.

/aa

Enclosures

RECEIVED
98 JAN 29 PM 2:12
DIVISION OF CORPORATIONS

QK 1-30-98

ARTICLES OF INCORPORATION

OF

MIDWEST HOLDINGS, INC.

The undersigned incorporator JERRY R. ERICKSON for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation.

ARTICLE I

NAME

The name of the corporation shall be:

MIDWEST HOLDINGS, INC.

ARTICLE II

PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

772 U.S. ONE, SUITE 102, NORTH PALM BEACH, FL 33408

ARTICLE III

CAPITAL STOCK

The aggregate number of shares of stock the Corporation shall be authorized to create and issue is 10,000 SHARES of Common Stock having a par value of \$1.00 per share.

ARTICLE IV

INITIAL REGISTERED AGENT AND OFFICE

The name and address of the initial registered agent is:

JERRY R. ERICKSON
772 U.S. ONE, SUITE 102, NORTH PALM BEACH, FL 33408

FILED
98 JAN 29 PM 1:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE V

INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

JERRY R. ERICKSON
772 U.S. ONE, SUITE 102, NORTH PALM BEACH, FL 33408

ARTICLE VI

BOARD OF DIRECTORS

The powers of the Corporation shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, a Board of Directors. The number of directors may be increased or decreased by the shareholders from time to time as provided in the Bylaws of the Corporation.

The names and street addresses of the initial directors who shall hold office the first year of the Corporation's existence or until their successors are elected, are:

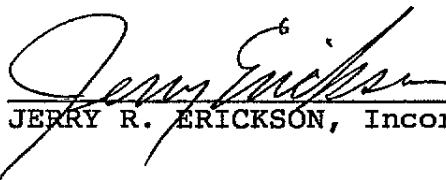
JERRY R. ERICKSON
772 U.S. ONE, SUITE 102, NORTH PALM BEACH, FL 33408

ARTICLE VII

NATURE OF BUSINESS

The Corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed these Articles of Incorporation at North Palm Beach, Florida, for the uses and purposes aforesaid, on this 26 day of JANUARY, 1998.


JERRY R. ERICKSON, Incorporator

STATE OF FLORIDA)
)
PALM BEACH COUNTY) SS.

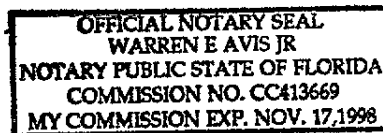
Before me personally appeared JERRY R. ERICKSON, to me well known to be the person described and who produced KNOWN as identification and did not take an oath and who executed the foregoing Articles of Incorporation, and who freely and voluntarily acknowledged before me according to law that he made and executed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at North Palm Beach, Florida, this 26 day of JANUARY, 1998.

Notary Public, State of Florida at Large

Name of Acknowledger

My Commission Expires:



CERTIFICATE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:

MIDWEST HOLDINGS, INC.

2. The name and address of the registered agent and office is:

JERRY R. ERICKSON
772 U.S. ONE, SUITE 102, NORTH PALM BEACH, FL 33408

SIGNATURE

Jerry Erickson
JERRY R. ERICKSON

TITLE

INCORPORATOR

DATE

JANUARY 26, 1998

HAVING BEEN NAMED AS A REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE

Jerry Erickson
JERRY R. ERICKSON

DATE

JANUARY 26, 1998

FILED
98 JAN 29 PM 1:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA