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LESSER & LESSER, P. A.

ATTORNEYS AT LAW

909 North Dixie Highway
West Palm Beach, Florida 33401-3329

(561) 655-2028

FAX (561) 655-2033

Joseph H. Lesser (1899-1982)
Shepard P. Lesser
Gary S. Lesser
Glenn E. Siegel

Of Counsel

Scott D. Glassman, P.A.

Delray Beach Office

5353 W. Atlantic Ave.

Suite 401

Delray Beach, FL 33484

(561) 495-1560

(561) 637-6554 (Fax)

February 23, 1998

Division of Corporations
Florida Department of State
PO Box 6327
Tallahassee, FL 32314

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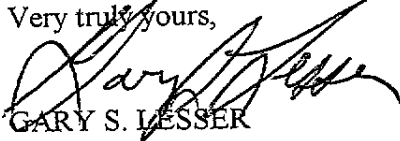
RE: VIATICAL INVESTMENT PARTNERSHIP, INC.

Dear Sir/Madam:

Enclosed please find the original, duly executed, and a copy of Articles of Incorporation for the above-named corporation together with this firm's check in the amount of \$122.50.

Please return a certified copy of the Articles at your earliest convenience. Thank you for your prompt attention to this matter.

Very truly yours,



GARY S. LESSER

GSL:kb

Enclosures

cc: Eric Kurit

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR -2 PM 12:55

3-3-98
WS

**ARTICLES OF INCORPORATION
OF
VIATICAL INVESTMENT PARTNERSHIP, INC.**

FILED
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
98 MAR -2 PM 2:55

We, the undersigned, hereby associate ourselves for the purpose of becoming incorporated under the laws of the State of Florida, providing for the formation, liability, rights, privileges and immunities of a corporation for profit.

ARTICLE I

The name of this corporation is VIATICAL INVESTMENT PARTNERSHIP, INC.

ARTICLE II

The general nature of the business and the objects and purposes proposed to be transacted and carried on are to do any and all of the things herein mentioned as fully and to the same extent as natural persons might or could do, viz:

a) Investment management and procurement as it pertains to insurance, pensions and any other similar assets.

b) Generally, to make and perform contracts of any kind and description and for the purpose of attaining any of the objectives of the corporation; to do and perform any other act or thing; and to exercise any and all powers which a co-partnership or natural person could do and exercise, and which now are or hereafter may be authorized by law; and, generally, to do and perform any and all things necessary or incident to the performing and carrying out of the powers hereinabove specifically delegated or implied; and,

c) To do any and all things that any natural person might do.

ARTICLE III

The total number of shares of capital stock which may be issued by this corporation is One

Hundred (100) shares of no par value; all of which shall be common stock and shall be fully paid and non-assessable.

ARTICLE IV

The amount of capital with which this corporation shall commence business is Five Hundred Dollars (\$500.00) capital money paid in.

ARTICLE V

The principal place of business of said corporation shall be at 400 Executive Center Drive, Suite 209, West Palm Beach, Florida 33401 or at such other place as is, from time to time, designated by the Board of Directors.

ARTICLE VI

The number of Directors of this corporation shall not be less than one (1) nor more than nine (9).

ARTICLE VII

This corporation shall have perpetual existence.

ARTICLE VIII

The name and post office address of the first Board of Directors of this corporation who shall hold office for the first year, or until successors are chosen, shall be:

NAME:

ADDRESS:

ERIC KURIT

400 EXECUTIVE CENTER DRIVE, SUITE 209
WEST PALM BEACH, FLORIDA 33401

ARTICLE IX

The name and post office address of each subscriber is:

NAME:	SHARES:	ADDRESS:
ERIC KURIT	20	400 EXECUTIVE CENTER DRIVE SUITE 209 WEST PALM BEACH, FLORIDA 33401

ARTICLE X

The Registered Agent of this corporation to serve until such time as the corporation sees fit to name a new Registered Agent shall be Gary S. Lesser, Esquire, 909 North Dixie Highway, West Palm Beach, Florida 33401.

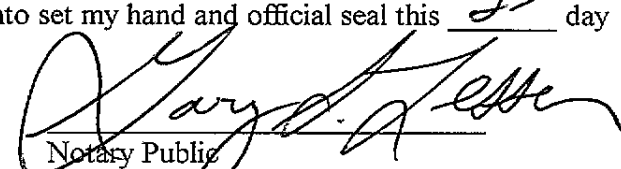
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on the 23rd day of February, 1998.

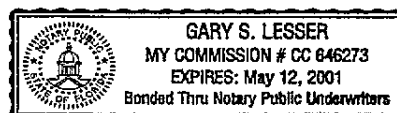

ERIC KURIT

STATE OF FLORIDA
COUNTY OF PALM BEACH

BEFORE ME, the undersigned Notary Public, personally appeared ERIC KURIT, personally known to me, or who produced _____ as identification, and who executed the above and foregoing Articles of Incorporation, and they acknowledged before me that she executed the same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 23rd day of February 1998.

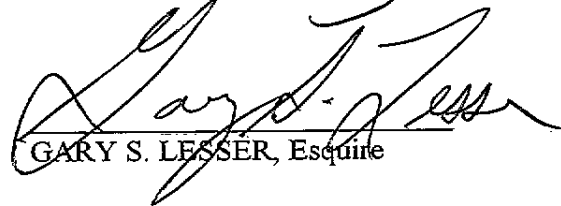

Notary Public
My Commission Expires:



CONSENT TO APPOINTMENT OF REGISTERED AGENT

The undersigned hereby consents to his appointment as Registered Agent of this corporation and confirms his address herein and agrees to serve in that capacity.

DATED at West Palm Beach, Florida, this 23rd day of February, 1998.


GARY S. LESSER, Esquire

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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