

F95000004050
 Document Number Only

C T CORPORATION SYSTEM
 Requestor's Name
 660 East Jefferson Street
 Address
 Tallahassee, Florida 32301
 City State Zip Phone
 904-222-1092
 CORPORATION(S) NAME

000001566010
 -08/22795-01054--014
 *****70.00 *****70.00

American General Finance, Inc.

- Profit
- NonProfit
- Limited Liability Company
- Foreign
- Amendment
- Merger
- Dissolution/Withdrawal
- Mark
- Limited Partnership
- Annual Report
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RESOLUTION OF BOARD OF DIRECTORS

I, the undersigned Gary M. Smith, do hereby certify,

that this Resolution of the Board of Directors of American General Finance, Inc.

a corporation duly organized and existing under the laws of the State of Indiana

was duly adopted on August 7, 19 95.

Resolved, that American General Finance, Inc. organized

and existing in the State of Indiana, hereby adopts the

name American General Finance of Indiana, Inc. for use in Florida.

Dated: August 9, 1995



Signature of at least one director

Gary M. Smith, Director
Vice President & Secretary

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION
TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE
STATE OF FLORIDA:

1. American General Finance, Inc.
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation, instead of a natural person or partnership if not so contained in the name at present.)
2. Indiana
(State or country under the law of which it is incorporated)
3. 35-6035235
(FEI number, if applicable)
4. August 14, 1944 5. Perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. Upon qualification of the corporation
(Date first transacted business in Florida. (See sections 607.1501, 607.1502 and 817.156, F.S.))
7. 601 N.W. Second Street
Evansville, IN 47708
(Current mailing address)
8. Any & all activities which are allowed in the home State and in the State of Florida.
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)
9. Name and street address of Florida registered agent:
Name: C T CORPORATION SYSTEM
Office Address: c/o C T Corporation System, 1200 South Pine Island Road
Plantation, Florida, 33324
(Zip Code)
10. Registered agent acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application. 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

C T CORPORATION SYSTEM

G. L. Hatfield
(Registered agent's signature) (Officer)

G. L. Hatfield, Assistant Secretary

(Type Name and Title of Officer)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: Daniel Litch III

Address: 601 N.W. Second Street, Evansville, IN 47708

Evansville, IN 47708

Vice Chairman: n/a

Address: _____

Director: Philip M. Hanley

Address: 601 N.W. Second Street, Evansville, IN 47708

Evansville, IN 47708

Director: Gary M. Smith

Address: 601 N.W. Second Street

Evansville, IN 47708

B. OFFICERS

President: Robert D. Womack

Address: 601 N.W. Second Street

Evansville, IN 47708

Sr. Vice President: Wayne D. Baker

Address: 601 N.W. Second Street

Evansville, IN 47708

Secretary: Gary M. Smith

Address: 601 N.W. Second Street


Evansville, IN 47708

Treasurer: Bryan A. Binyon

Address: 601 N.W. Second Street

Evansville, IN 47708

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Gary M. Sultz, Vice President & Secretary
(Typed or printed name and capacity of person signing application)

STATE OF INDIANA
OFFICE OF THE SECRETARY OF STATE

CERTIFICATE OF EXISTENCE

To Whom These Presents Come, Greeting:

I, SUE ANNE GILROY, Secretary of State of Indiana, do hereby certify that I am, by virtue of the laws of the State of Indiana, the custodian of the corporate records and the proper official to execute this certificate.

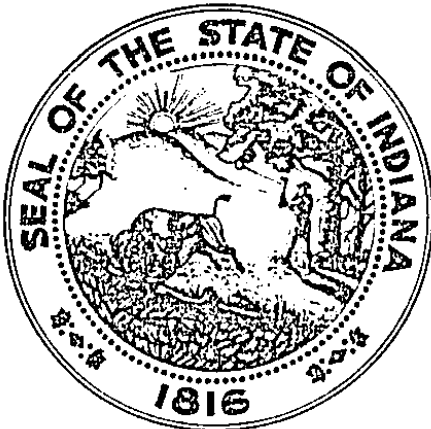
I further certify that records of this office disclose that

AMERICAN GENERAL FINANCE, INC.

filed Articles of Incorporation on August 14, 1944, and is a corporation duly organized and existing under and by virtue of the laws of the State of Indiana.

I further certify this corporation has filed its most recent annual report required by Indiana law with the Secretary of State, or is not yet required to file such annual reports, and that Articles of Dissolution have not been filed.

In Witness Whereof, I have hereunto set my hand and affixed the seal of the State of Indiana, at the City of Indianapolis, this Fourteenth day of August, 1995.



Sue Anne Gilroy
SUE ANNE GILROY, Secretary of State

[Signature]
Deputy

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SECRETARY OF STATE
DIVISION OF CORPORATIONS