

FILE NOW: FILING FEE AFTER MAY 1ST IS \$550.00

FILED
May 18 1998 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # F97000000779 (5)
 1. Corporation Name
AIG WARRANTYGUARD, INC.



Principal Place of Business 70 PINE ST NEW YORK NY 10070	Mailing Address 70 PINE ST NEW YORK NY 12070
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 02/13/1997	
21	Suite, Apt. #, etc.	26	Suite, Apt. #, etc.	4. FEI Number 13-3878133	
22	City & State	27	City & State	5. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required	
23	Zip	28	Country	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> \$5.00 May Be Added to Fees	
24	Country	29	Zip	8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input type="checkbox"/> No	
		30	Country		

9. Name and Address of Current Registered Agent				10. Name and Address of New Registered Agent			
CORPORATION SERVICE COMPANY 1201 HAYS STREET TALLAHASSEE FL 32301-2525				81	Name		
				82	Street Address (P.O. Box Number is Not Acceptable)		
				83			
				84	City	FL	85

11. Pursuant to the provisions of Sections 607.0502 and 607.1508, Florida Statutes, the above-named corporation submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of, Section 607.0505, Florida Statutes.

SIGNATURE _____ DATE _____
Signature, typed or printed name of registered agent and title, if applicable. (NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	NAME	1.1 TITLE	1.2 NAME
	TD CASTELLI, MICHAEL J		
	99 JOHN ST, 19TH FLOOR		
	NEW YORK NY 10038		
	PD GALANSKI, STANLEY A		
	70 PINE ST, 14TH FLOOR		
	NEW YORK NY 12070		
	D GOLODNER, LARENCE S		
	70 PINE ST, 14TH FLOOR		
	NEW YORK NY 12070		
	D SCHAUFELD, FRED		
	44873 FALCON PLACE		
	STERLING VA 20166-9543		
	COOD VIVORI, MARC D		
	99 JOHN ST, 17TH FLOOR		
	NEW YORK NY 10038		
	S TUCK, ELIZABETH M		
	70 PINE ST, 30TH FLOOR		
	NEW YORK NY 12070		

14. I hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this annual report or supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address.

SIGNATURE: *Elizabeth M Tuck* 4-29-98 (012)770-7000

CR2E034 (10/97)