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C T CORPORATION SYSTEM

Requestor's Name
 660 East Jefferson Street

Address
 Tallahassee, FL 32301 (850)222-1092
 City State Zip Phone

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CORPORATION(S) NAME

American General Distributors, Inc.

- Profit
- NonProfit
- Limited Liability Company
- Foreign
- Limited Partnership
- Reinstatement
- Limited Liability Partnership
- Certified Copy
- Call When Ready
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 DEPARTMENT OF STATE
 DIVISION OF CORPORATIONS
 TALLAHASSEE, FLORIDA

SECRETARIAL CERTIFICATION

I certify that:

I am duly qualified and Assistant Secretary of American General Distributors, Inc., a duly organized and existing Delaware Corporation.

The following is a true copy of a resolution duly adopted by the Board of Directors of the Company at a special meeting legally held on July 12, 1999 and entered in the minutes of such meeting in the minute book of the corporation.

WHEREAS, The Board of Directors desires to amend the Certificate of Incorporation in order to change the name of the Company to more closely align its name with that of AGC and its subsidiaries;

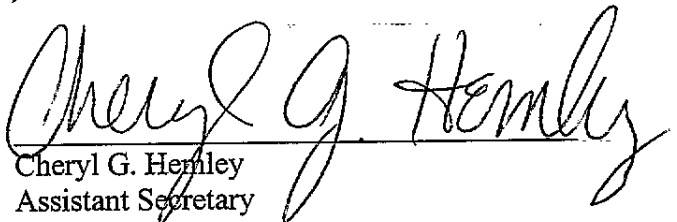
NOW, THEREFORE, BE IT RESOLVED, that the Certificate of Incorporation of A.G. Distributors, Inc. be amended by changing the First Article thereof so that as amended, said Article shall be and read as follows effective July 9, 1999:

The name of the Corporation is American General Distributors, Inc., In the state of Florida d/b/a American General Financial Distributors of Florida, Inc. In the state of Illinois d/b/a American General Financial Distributors of Illinois, Inc.

FURTHER RESOLVED, that such amendments to the Certificate of Incorporation be submitted to the sole shareholder of the Company, and upon its approval, to the Secretary of State of Delaware as required by law, with the officers of the Company being fully authorized to take such actions as they deem necessary to secure approval thereof.

The above resolutions are in conformity with the articles of incorporation and bylaws of the corporation, have never been modified or repealed, and are now in full force and effect.

August 4, 1999


Cheryl G. Hemley
Assistant Secretary

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APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO 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 Distributors, 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. Delaware (State or country under the law of which it is incorporated) 3. .76-0446824 (FEI number, if applicable)

4. June 24, 1994 (Date of incorporation) 5. Perpetual (Duration: Year corp. will cease to exist or "perpetual")

6. Upon Qualification
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.))

7. 2929 Allen Parkway, Houston, Texas 77019
(Current mailing address)

8. see attached purpose clause
(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)

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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 obligation of my position as registered agent.

C T Corporation System

Jennifer M. Burnett
(Registered agent's signature) (Officer)

Jennifer McBurnett, Asst. Secy.

(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: Bruce Robert Abrams

Address: 2929 Allen Parkway

Houston, Texas 77019

Vice Chairman: _____

Address: _____

Director: Patrick Edward Grady

Address: 2929 Allen Parkway

Houston, Texas 77019

Director: Cynthia Ann Toles

Address: 2929 Allen Parkway

Houston, Texas 77019

B. OFFICERS

President: See attached list of officers

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

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Treasurer: _____

Address: _____

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

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

14. Cynthia A. Toles, Secretary
(Typed or printed name and capacity of person signing application)

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Appendix to Florida
Application by Fgn. Corp. for Authorization to Transact Business in Florida

**Purpose Clause of
American General Distributors, Inc.**

The nature of the business or purposes of the Corporation to be conducted or promoted is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware (the "Act"), including without limitation acting as a securities broker dealer.

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Appendix to Florida
Application by Fgn. Corp. for Authorization to Transact Business in Florida

**Officers of
American General Distributors, Inc.**

1. Bruce Robert Abrams, CEO & President
2929 Allen Parkway
Houston, Texas 77019
2. Patrick Edward Grady, CFO & Treasurer
2929 Allen Parkway
Houston, Texas 77019
3. Cynthia Ann Toles, Secretary
2929 Allen Parkway
Houston, Texas 77019
4. Debra Lynne Walters, Tax Officer
2929 Allen Parkway
Houston, Texas 77019
5. Vernon Keith Roberts, Chief Compliance Officer
2929 Allen Parkway
Houston, Texas 77019
6. Cheryl G. Hemley, Assistant Secretary
2929 Allen Parkway
Houston, Texas 77019
7. Daniel R. Cricks, Assistant Tax Officer
2929 Allen Parkway
Houston, Texas 77019
8. Terry Festervand, Assistant Treasurer
2929 Allen Parkway
Houston, Texas 77019
9. Tara S. Rock, Assistant Treasurer
2929 Allen Parkway
Houston, Texas 77019
10. Gregory R. Seward, Assistant Treasurer
2929 Allen Parkway
Houston, Texas 77019
11. Barbara G. Trygstad, Assistant Treasurer
2929 Allen Parkway
Houston, Texas 77019
12. Marylyn S. Zlotnick, Assistant Treasurer
2929 Allen Parkway

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Appendix to Application by Fgn. Corp. for Authorization to Transact Business in Flor

Houston, Texas 77019

13. Jim Gleaves, Assistant Treasurer
2929 Allen Parkway
Houston, Texas 77019

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Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "AMERICAN GENERAL DISTRIBUTORS, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SECOND DAY OF AUGUST, A.D. 1999.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION: 9897880

DATE: 08-02-99

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