

1201 HAYS STREET
NEW YORK, NY 10013
954 222 0000
954 222 0000 FAX

000-142-8086

PA 0000066353



PRESIDENTIAL
LEGAL & FINANCIAL SERVICES ACCOUNT NO. : 072100000032

REFERENCE : 040668 4320171

AUTHORIZATION : *Patricia R. [Signature]*

COST LIMIT : \$ 70.00

ORDER DATE : August 1, 1996

ORDER TIME : 1:08 PM

ORDER NO. : 040668

CUSTOMER NO: 4320171

CUSTOMER: Candice C. Waters, Legal Asst
AMERICAN INTERNATIONAL GROUP,
INC.
70 Pine Street
30th Floor
New York, NY 10270

RECORDED & INDEXED

FILED
SECRETARY OF STATE
OFFICE OF REGISTRARS
95 AVE - 2 34th Fl
NY 10013

DOMESTIC FILING

NAME: AI WARRANTYGUARD AGENCY, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XXX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Danny G. Smith

EXAMINER'S INITIALS:

634-625.

W96-116253

612

of
8/9/96

1201 HAYS STREET
TALLAHASSEE, FL 32301-2607
904-222-9070
904-222-0191 FAX

800-142-8086



PRESIDENTIAL
LEGAL & FINANCIAL SERVICES ACCOUNT NO. : 072100000032

REFERENCE : 046301 4320171

AUTHORIZATION :

COST LIMIT : \$ 70.00

ORDER DATE : August 7, 1996

ORDER TIME : 11:38 AM

ORDER NO. : 046301

CUSTOMER NO: 4320171

CUSTOMER: Candice C. Waters, Legal Asst
AMERICAN INTERNATIONAL GROUP,
INC.
70 Pine Street
30th Floor
New York, NY 10270

*These Documents
were rejected &
previously and
were received in
your office on
8-2-96*

RESUBMIT

Please give original
submission date as file date.

DOMESTIC FILING

NAME: AI WARRANTYGUARD AGENCY, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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CONTACT PERSON: Michelle Bailey

EXAMINER'S INITIALS: _____

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 AUG -2 11 9:47



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

FILED
SECRETARY OF STATE
CORPORATIONS

96 AUG -2 AM 9:47

August 8, 1996

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: AI WARRANTYGUARD AGENCY, INC.
Ref. Number: W96000016253

RESUBMIT

Please give original
submission date as file date.

We have received your document for AI WARRANTYGUARD AGENCY, INC. and the authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being returned for the following:

The registered agent and registered office listed in your articles of incorporation must be consistent throughout the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 496A00037902

RECEIVED
96 AUG -9 AM 8:46
DIVISION OF CORPORATION



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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 5, 1996

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: AI WARRANTYGUARD AGENCY, INC.
Ref. Number: W96000016253

We have received your document for AI WARRANTYGUARD AGENCY, INC. and the authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being returned for the following:

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

The effective date is not acceptable since it is not within five working days of the date of receipt.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 696A00037204

EFFECTIVE DATE
8/5/96

FILED
OFFICE OF THE STATE
CORPORATIONS

ARTICLES OF INCORPORATION

96 AUG -2 AM 9:47

OF

AI WARRANTYGUARD AGENCY, INC.

We the undersigned, do hereby act as incorporators in adopting the following Articles of Incorporation for the purpose of organizing a corporation for profit, pursuant to the provisions of the Florida Business Corporation Act.

FIRST: The corporate name for the corporation (hereinafter called the "corporation") is AI WarrantyGuard Agency, Inc.

SECOND: The street address, wherever located, of the principal office of the corporation is 70 Pine Street, New York, New York 10270.

THIRD: The number of shares that the corporation is authorized to issue is 1,000, all of which are of a par value of one dollar each and are of the same class and are Common shares.

FOURTH: The street address of the initial registered office of the corporation in the State of Florida is c/o The Prentice-Hall Corporation System, Inc., 1201 Hays Street, Suite 105, Tallahassee, Florida 32301. The name of the initial registered agent of the corporation at the said registered office is The Prentice-Hall Corporation System, Inc.

The written acceptance of the said initial registered agent, as required by the provisions of Section 607.0501(3) of the Florida Business Corporation Act, is set forth

following the signature of the incorporator and is made a part of these Articles of Incorporation.

FIFTH: The name and the address of the incorporators are:

| <u>NAME</u> | <u>ADDRESS</u> |
|-------------------|--------------------------------------|
| Stephen C. Jacobs | 70 Pine Street New York, NY 10270 |
| Candice C. Waters | 70 Pine Street New York, NY 10270 |

SIXTH: No holder of any of the shares of any class of the corporation shall be entitled as of right to subscribe for, purchase, or otherwise acquire any shares of any class of the corporation which the corporation proposes to issue or any rights or options which the corporation proposes to grant for the purchase of shares of any class of the corporation or for the purchase of any shares, bonds, securities, or obligations of the corporation which are convertible into or exchangeable for, or which carry any rights to subscribe for, purchase, or otherwise acquire shares of any class of the corporation; and any and all of such shares, bonds, securities, or obligations of the corporation, whether now or hereafter authorized or created, may be issued, or may be reissued if the same have been reacquired and if their reissue is not prohibited, and any and all of such rights and options may be granted by the Board of Directors to such individuals and entities, and for such lawful consideration, and on such terms, as the Board of Directors in its discretion may determine, without first offering the same, or any thereof, to any said holder.

SEVENTH: The purposes for which the corporation is organized, which shall include the authority of the corporation to engage in any lawful business for which corporations may be organized under the Florida Business Corporation Act, are as follows:

To have all of the general powers granted to corporations organized under the Florida Business Corporation Act, whether granted by specific statutory authority or by construction of law.


EIGHTH: The duration of the corporation shall be perpetual.

NINTH: The corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, vote of shareholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

TENTH: Whenever the corporation shall be engaged in the business of exploiting natural resources or other wasting assets, distributions may be paid in cash out of depletion or similar reserves at the discretion of the Board of Directors and in conformity with the provisions of the Florida Business Corporation Act.

ELEVENTH: The corporate existence of the corporation shall begin on August 5, 1996.

Signed on August 5, 1996



Stephen C. Jacobs, Incorporator



Candice C. Waters, Incorporator

Having been named as registered agent and to accept service of process for the above-named corporation at the place designated in these Articles of Incorporation, 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.

THE PRENTICE-HALL CORPORATION SYSTEM, INC.

By: Vicki Schreiber

Date: August 7, 1996

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 AUG -2 PM 9:47

P96000066353

1201 HAY STREET
TALLAHASSEE, FL 32307
904-224-9111
904-224-0111 FAX



ACCOUNT NO. : 072100000032
REFERENCE : 132708 4320171
AUTHORIZATION : *Patricia Pijut*
COST LIMIT : \$ *95.00*

ORDER DATE : October 25, 1996
ORDER TIME : 9:50 AM
ORDER NO. : 132708-005
CUSTOMER NO: 4320171 700001987167--S
CUSTOMER: Candice C. Waters, Legal Asst
American International Group,
70 Pine Street
30th Floor
New York, NY 10270

DOMESTIC AMENDMENT FILING

NAME: AI WARRANTYGUARD AGENCY, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Thelmon Washington
EXAMINER'S INITIALS: _____

Name Change 7/28/96
DL

FILED
96 OCT 28 PM 4: 10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
RECEIVED
96 OCT 28 AM 11: 28
DIVISION OF CORPORATION

ARTICLES OF AMENDMENT
OF
AI WARRANTYGUARD AGENCY, INC.

FILED
95 OCT 28 PM 4:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA


To the Department of State
State of Florida

Pursuant to the provisions of Section 607.1006 of the Florida Business Corporation Act, the corporation hereinafter named (the "corporation") does hereby adopt the following Articles of Amendment.

1. The name of the corporation is AI WARRANTYGUARD AGENCY, INC.
2. Article First of the Articles of Incorporation of the corporation is hereby amended so as henceforth to read as follows:

"First: The name of the corporation is AIG WARRANTYGUARD AGENCY, INC."
3. The date of adoption of the aforesaid amendment was October 21, 1996.
4. The number of votes cast for the said amendment by the shareholders was sufficient for the approval thereof.
5. The effective time and date of these Articles of Amendment shall be upon filing.

AI WARRANTYGUARD AGENCY, INC.


Elizabeth M. Tuck
Secretary