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ACCOUNT NO. : 072100000032
REFERENCE : 547849 4320171
AUTHORIZATION : Patricia Project
COST LIMIT : \$ 35.00

FILED
2002 APR 25 PM 12:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : April 24, 2002
ORDER TIME : 9:39 AM
ORDER NO. : 547849-005
CUSTOMER NO: 4320171

100005347881--3

CUSTOMER: Ms. Dosmine Palmer
American International Group,
70 Pine Street
30th Floor
New York, NY 10270

DOMESTIC FILINGS

NAME: AIG WARRANTYGUARD AGENCY,
INC.

XX ARTICLES OF DISSOLUTION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- XX PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

RECORDED
02 APR 25 AM 11:40
DIVISION OF CLERK OF COURT

CONTACT PERSON: Deborah Schroder - EXT# 1118
EXAMINER'S INITIALS: C. Couillette APR 25 2002

ARTICLES OF DISSOLUTION

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to section 607.1403, Florida Statutes, this Florida profit corporation submits the following articles of dissolution:

FIRST: The name of the corporation is: AIG WarrantyGuard Agency, Inc.

SECOND: The date dissolution was authorized: February 4, 2002

THIRD: Adoption of Dissolution (CHECK ONE)

- Dissolution was approved by the shareholders. The number of votes cast for dissolution was sufficient for approval.
- Dissolution was approved by vote of the shareholders through voting groups.

The following statement must be separately provided for each voting group entitled to vote separately on the plan to dissolve:

The number of votes cast for dissolution was sufficient for approval by

_____ (voting group)

Signed this 4th day of February, 2002.

Signature Elizabeth M. Tuck
(By the Chairman or Vice Chairman of the Board, President, or other officer)

Elizabeth M. Tuck
(Typed or printed name)

Secretary
(Title)

AIG WARRANTYGUARD AGENCY, INC.

BOARD OF DIRECTORS

UNANIMOUS CONSENT IN LIEU OF MEETING


The undersigned, being all the members of the Board of Directors of AIG WARRANTYGUARD AGENCY, INC., a Florida corporation, and acting pursuant to Section 607.1403 of the Florida Statutes, hereby consents to and directs the following actions:

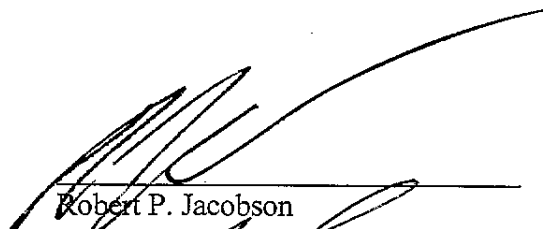
RESOLVED, that this Board of Directors hereby deems it advisable and in the best interest of the Corporation that the corporation be dissolved, its business wound up, and its assets disposed of in accordance with the Plan of Liquidation attached hereto, and be it


FURTHER RESOLVED, that the Secretary of the corporation be and she hereby is authorized and instructed to submit the Plan of Liquidation to the sole shareholder of the Corporation for its approval.

Dated: February 4, 2002


Matthew W. Frankel


Lawrence S. Golodner


Robert P. Jacobson


Fredfick D. Schaufeld

AIG WARRANTYGUARD AGENCY, INC.
WRITTEN CONSENT OF SHAREHOLDER
IN LIEU OF MEETING

The undersigned, AIG WARRANTYGUARD, INC., being the sole shareholder of AIG WARRANTYGUARD AGENCY, INC., a Florida corporation (the "Corporation"), and acting pursuant to Section 607.1403, of the Florida Statutes, hereby consents to and directs the following actions:

RESOLVED, that AIG WARRANTYGURAD AGENCY, INC., be dissolved, its business wound up, and its assets be disposed of in accordance with the Plan of Liquidation submitted to the sole shareholder, and be it,

FURTHER RESOLVED, that the proper officers of the Corporation be and they hereby are authorized to take whatever steps are necessary in the execution of any and all papers and the filing of same with the proper state officials for the purpose of consummating such dissolution.

Dated: February 4, 2002

AIG WARRANTYGUARD, INC.

By: Elizabeth M. Tuck
Elizabeth M. Tuck
Secretary

PLAN

OF

LIQUIDATION AND DISSOLUTION

AIG WARRANTYGUARD AGENCY, INC., (the "Corporation"), for valuable consideration, the receipt and sufficiency of which the Corporation acknowledges, hereby distributes to AIG WARRANTYGUARD INC., (the "Parent"), its successors and assigns, forever, all of the right, title and interest of the Corporation in and to all assets of the Corporation used in or related to the Corporation's business (the "Distributed Assets"), to have and to hold such Distributed Assets hereby distributed unto the Parent, its successors and assigns, for its own use, benefit and behalf forever.

The Corporation hereby covenants, represents and warrants the Corporation has good and marketable title to the Distributed Assets and that they are free and clear of restrictions on or conditions to transfer or assignment, and clean of mortgages, liens, pledges, charges, encumbrances, equities and claims.

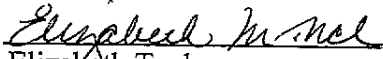
The Corporation constitutes and appoints the Parent, its successors and assigns, the true and lawful attorneys for the Corporation, with full power of substitution, in the name of the Corporation, but on behalf of and for the benefits of and at the expense of the Parent, (i) to institute and prosecute, in the name of the Company or otherwise, all proceedings which the Parent may deem proper in order to collect, assert or enforce any claim, right or title of any kind in or to any portion of the Distributed Assets and (ii) to defend and compromise any and all actions, suits or proceedings in respect of the Distributed Assets. The Corporation hereby declares that the foregoing powers are coupled with an interest and shall be irrevocable.

The Corporation hereby covenants with the Parent, its successors and assigns, that the Corporation, its successors and assigns, shall do, execute and deliver, or shall cause to be done, executed and delivered, all such further acts, documents or instruments of transfer or assignment as shall be necessary and appropriate to vest in or confer to the Parent, its successors and assigns, all the assets hereby assigned and transferred which the Parent, its successors and assigns reasonably require.

This Plan of Liquidation and Dissolution shall be construed and interpreted pursuant to the laws of the State of Florida.

This Plan of Liquidation and Dissolution has been duly executed and attested to on behalf of the Corporation by its duly authorized representatives this 4th day of February 2002.

AIG WARRANTYGUARD AGENCY, INC.,

By: 
Name: Elizabeth Tuck
Title: Corporate Secretary