

F00000000659



ACCOUNT NO. : 072100000032

REFERENCE : 520431 4320171

AUTHORIZATION :

Patricia Pignato

COST LIMIT : \$ 70.00

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
00 FEB -14 AM 10:24

ORDER DATE : December 17, 1999

ORDER TIME : 11:13 AM

ORDER NO. : 520431-025

reg 6583

100003125401--8

CUSTOMER NO: 4320171

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

FOREIGN FILINGS

NAME: DIRECT BILL SERVICES, INC.

14

b/c

2/7/00

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janine Lazzarini

FILED STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

99 DEC 21 PM 3:13

RECEIVED

**WANTS 2/4
FILE DATE**

RETURN TO

THOMAS J. JACOB

RESUBMIT

Please give original
submission date as file date



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

December 21, 1999

JANINE LAZZARINI
CSC NETWORKS
TALLAHASSEE, FL

SUBJECT: DIRECT BILL SERVICES, INC.
Ref. Number: W99000029108

SUBMIT

Please give original
submission date as file date

FILED STATE
SECRETARY OF CORPORATIONS
00 FEB -4 AM 10: 24

We have received your document for DIRECT BILL SERVICES, 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 name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the DOCUMENT SPECIALIST indicated.

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 (850) 487-6914.

Buck Kohr
Corporate Specialist

Letter Number: 899A00059800

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

00 JAN 27 AM 9: 56

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RESUBMIT

Please give original
submission date as file date



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

January 27, 2000

CSC NETWORKS
TALLAHASSEE, FL

SUBJECT: DIRECT BILL SERVICES, INC.
Ref. Number: W99000029108

RESUBMIT
Please give original
submission date as file date.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 FEB -4 AM 10: 24

We have received your document for DIRECT BILL SERVICES, 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:

We are sorry to have to return this a second time. But the alternate name you have chosen "DBS of Florida, Inc." is also NOT AVAILABLE in Florida. This is due to the fact that our name rules do not recognize the phrase "OF FLORIDA" as a distinguishing factor. So under our rules "DBS of Florida, Inc." would not be significantly different from the name "D.B.S., INC." which is currently being used by an active Florida corporation -- see printout.

Please choose another alternate name.

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 (850) 487-6914.

Buck Kohr
Corporate Specialist

Letter Number: 000A00003856


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00 FEB -4 AM 11: 25
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

RESOLUTION OF BOARD OF DIRECTORS

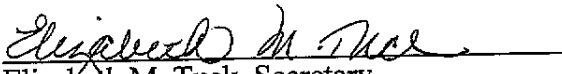
OF

DIRECT BILL SERVICES, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 FEB -4 AM 10:24

I, the undersigned Elizabeth M. Tuck, do hereby certify that this Resolution of the Board of Directors of Direct Bill Services, Inc. a corporation duly organized and existing under the laws of the State of Delaware, was duly adopted on December 8, 1999. Be it resolved, that Direct Bill Services, organized and existing in the State of Delaware, DIRECT BILL S, INC. hereby adopts the name  for use in Florida

Dated: January 18, 2000.


Elizabeth M. Tuck, Secretary

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.

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DIVISION OF CORPORATIONS
000267-4 AM 10:24

1. DIRECT BILL SERVICES, INC. doing business in Florida as DIRECT BILL S. 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 3. _____
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. January 25, 1999 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. to be determined UPON QUALIFICATION
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 70 Pine Street
New York, New York 10270
(Current mailing address)

8. _____
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box **NOT** acceptable)

Name: Corporation Service Company
Office Address: 1201 Hays Street
Tallahassee, Florida, 32301
(Zip code)

10. Registered agent's 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.

Corporation Service Company
By: Vicki Schreiber, Asst. V.P.
(Registered agent's signature)

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: (Street address **ONLY** - P.O. Box **NOT** acceptable)

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DIVISION OF CORPORATIONS
00 FEB -4 AM 10-24

A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: See attached officers/directors rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS (Street address only - P.O. Box NOT acceptable)

President: See attached officers/directors rider

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

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

14. Elizabeth M. Tuck, Secretary
(Typed or printed name and capacity of person signing application)

DIRECT BILL S, INC

DIRECTORS

Kenneth Vincent Harkins

Director

Primary Address: American International Group, Inc.
160 Water Street
New York, New York 10038 United States

Edward Easton Matthews

Director

Primary Address: American International Group, Inc.
70 Pine Street
New York, New York 10270 United States

Ernest Theodore Patrikis

Director

Primary Address: American International Group, Inc.
70 Pine Street
New York, New York 10270 United States

Howard Ian Smith

Director

Primary Address: American International Group, Inc.
70 Pine Street
New York, New York 10270 United States

Gerald Vincent Vitkauskas

Director

Primary Address: A.I. Credit Corp.
160 Water Street
New York, New York 10038 United States

Michael D. Vogen

Director

Primary Address: A.I. Credit Corp.
160 Water Street
New York, New York 10038 United States

OFFICERS

Edward Easton Matthews

Chairman of the Board of Directors

Primary Address: American International Group, Inc.
70 Pine Street
New York, New York 10270 United States

Howard Ian Smith

Vice Chairman of the Board of Directors

Primary Address: American International Group, Inc.
70 Pine Street
New York, New York 10270 United States

Gerald Vincent Vitkauskas

President

Primary Address: A.I. Credit Corp.
160 Water Street

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DIVISION OF CORPORATIONS
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New York, New York 10038 United States

Michael D. Vogen

Chief Financial Officer

Primary Address:

A.I. Credit Corp.
160 Water Street
New York, New York 10038 United States

Carl J Finzer

Executive Vice President

Primary Address:

15303 Ventura Blvd.
Sherman Oaks, California 91403 United States

George E. Harris

Executive Vice President

Primary Address:

15303 Venura Blvd.
Sherman Oaks, California 9403 United States

Weston H. Terry

Executive Vice President

Primary Address:

A.I. Credit Corp.
160 Water Street
New York, New York 10038 United States

Paul Zarookian

Executive Vice President

Primary Address:

A.I. Credit Corp.
160 Water Street
New York, New York 10038 United States

Paul Raymond Cohen

Senior Vice President

Primary Address:

A.I. Credit Corp.
160 Water Street
New York, New York 10038 United States

Dean DeMarco

Senior Vice President

Primary Address:

160 Water Street
New York, New York 10038

Claude T. Graham

Senior Vice President

Primary Address:

A.I. Credit Corp.
160 Water Street
New York, New York 10038 United States

J. Kevin Olsen

Senior Vice President

Primary Address:

Durham, North Carolina United States

Seth R Sindel

Senior Vice President

Primary Address:

15303 Ventura Blvd.
Sherman Oaks, California 91403 United States

Thomas Yaeger

Senior Vice President

Primary Address:

AIG Credit (UK) Ltd
28 Royton Drive
Whittle Le Woods

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DIVISION OF CORPORATIONS
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Chorley, Lancashire PR6 7HJ United Kingdom

Carol Angelo

Vice President

Primary Address: 1200 Abernathy Road
NE, North Park Town Center
Atlanta, Georgia 30328

Frederick R. Baer

Vice President

Primary Address: Imperial Premium Finance, Inc. [California]
1630 East Shaw Ave #160
Fresno, California 93710 United States

Eduardo Criado

Vice President

Primary Address: United States

Timothy Shawn Eagan

Vice President

Primary Address: A.I. Credit Corp.
160 Water Street
New York, New York 10038 United States

Kenneth Vincent Harkins

Vice President

Primary Address: American International Group, Inc.
160 Water Street
New York, New York 10038 United States

Cheryl Beth Lansing

Vice President

Primary Address: Imperial Premium Finance, Inc. [California]
1630 East Shaw Ave #160
Fresno, California 93710 United States

Jeffrey Lesnoy

Vice President

Primary Address: A.I. Credit Corp.
160 Water Street
New York, New York 10038 United States

Leslie Miller

Vice President

Primary Address: 15303 Venura Blvd.
Sherman Oaks, California 91403 United States

Ursula Onni

Vice President

Primary Address: A.I. Credit Corp.
160 Water Street
New York, New York 10038 United States

John A Rago

Vice President

Primary Address: 160 Water Street
New York, New York 10038

Scott B Rose

Vice President

Primary Address: American International Group, Inc.

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DIVISION OF CORPORATIONS
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160 Water Street
New York, New York 10038 United States

Donald S. Schwarzkopf Vice President

Primary Address: A.I. Credit Corp.
160 Water Street
New York, New York 10038 United States

Lynnette M. Schwertner Vice President

Primary Address: A.I. Credit Corp.
160 Water Street
New York, New York 10038 United States

Nelson Walker Vice President

Primary Address: 1200 Abernathy Road N.E.
North Park Town Center, Building 600
Atlanta, Georgia 30328 United States

James David Williamson Vice President

Primary Address: A.I. Credit Corp.
160 Water Street
New York, New York 10038 United States

Annette Yacovone Vice President

Primary Address: A.I. Credit Corp.
160 Water Street
New York, New York 10038 United States

Cynthia A. Aiello Assistant Vice President

Primary Address: AIG Claim Services, Inc.
400 Interpace Parkway
Building A
Parsippany, New Jersey 07054 United States

Matthew Benson Assistant Vice President

Primary Address: 502 Washington Avenue
Towson, Maryland 21204 United States

Martin J. Bowen Assistant Vice President

Primary Address: A.I. Credit Corp.
160 Water Street
New York, New York 10038 United States

Barbara Brito Assistant Vice President

Primary Address: 160 Water Street
New York, New York 10038

Melanie Collins Assistant Vice President

Primary Address: 1200 Abernathy Road N.E.
North Park Town Center, Building 600

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Atlanta, Georgia 30328 United States

James Craft

Assistant Vice President

Primary Address: 1200 Abernathy Road N.E.
North Park Town Center, Building 600
Atlanta, Georgia 30328 United States

Jennifer Day

Assistant Vice President

Primary Address: 121 Spear Street
Two Ricon Center
San Fransico, California 94105

Rose De Lola

Assistant Vice President

Primary Address: 15303 Ventura Blvd.
Sherman Oaks, California 91403

James T. Donaldson

Assistant Vice President

Primary Address: A.I. Credit Corp.
160 Water Street
New York, New York 10038 United States

Cynthia Embry

Assistant Vice President

Primary Address: 1200 Abernathy Road N.E.
North Park Town Center 600
Atlanta, Georgia 30328

Michael Forman

Assistant Vice President

Primary Address: A.I. Credit Corp.
160 Water Street
New York, New York 10038 United States

Edward Germann

Assistant Vice President

Primary Address: 15303 Ventura Blvd.
Sherman Oaks, California 91403

Allyson Griffith

Assistant Vice President

Primary Address: 15303 Venura Blvd.
Sherman Oaks, California 91403

Wayne Hofman

Assistant Vice President

Primary Address: 15303 Venura Blvd.
Sherman Oaks, CA 91403

Susan Horwitz

Assistant Vice President

Primary Address: 675 Bering Drive
Houston, Texas 77057 United States

Ralph Anthony Marino

Assistant Vice President

Primary Address: A.I. Credit Corp.
160 Water Street

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DIVISION OF CORPORATIONS
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New York, New York 10038 United States

Ralph Medici Assistant Vice President
Primary Address: 80 Pine Street
New York, New York 10005 United States

Janice L. Mullen Assistant Vice President
Primary Address: 80 Pine Street
New York, New York 10005 United States

Theresa Puccio Assistant Vice President
Primary Address: 160 Water Street
New York, New York 10038

Shirl Weido Assistant Vice President
Primary Address: United States

Marsha Wilson Assistant Vice President
Primary Address: 675 Bering Drive
Houston, Texas 77057 United States

Jacquelynne Winfield Assistant Vice President
Primary Address: 15303 Ventura Blvd.
Sherman Oaks, California 91403 United States

Carol Ann McFate Treasurer
Primary Address: American International Group, Inc.
70 Pine Street
New York, New York 10270 United States

Theresa Puccio Assistant Treasurer
Primary Address: 160 Water Street
New York, New York 10038

Jeffrey Lesnoy Controller
Primary Address: A.I. Credit Corp.
160 Water Street
New York, New York 10038 United States

Michael Forman Assistant Comptroller
Primary Address: A.I. Credit Corp.
160 Water Street
New York, New York 10038 United States

Ralph Anthony Marino Assistant Comptroller
Primary Address: A.I. Credit Corp.
160 Water Street
New York, New York 10038 United States

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DIVISION OF CORPORATIONS
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Elizabeth Margaret Tuck Secretary

Primary Address: American International Group, Inc.
70 Pine Street
New York, New York 10270 United States

Carl J Finzer

Assistant Secretary

Primary Address: 15303 Ventura Blvd.
Sherman Oaks, California 91403 United States

Scott B Rose

Assistant Secretary

Primary Address: American International Group, Inc.
160 Water Street
New York, New York 10038 United States

General Counsel

Primary Address: American International Group, Inc.
160 Water Street
New York, New York 10038 United States

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State of Delaware
Office of the Secretary of State

PAGE 1

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 FEB -4 AM 10:24

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "DIRECT BILL SERVICES, INC." IS 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 SEVENTEENTH DAY OF DECEMBER, A.D. 1999.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "DIRECT BILL SERVICES, INC." WAS INCORPORATED ON THE TWENTY-FIFTH DAY OF JANUARY, A.D. 1999.



Edward J. Freel

Edward J. Freel, Secretary of State

2997204 8300

991545097

AUTHENTICATION:

0148454

DATE:

12-17-99