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To:
Division of Corporations
Fax Number : (850)205-0381

From:
Account Name : CORPORATION SERVICE COMPANY
Account Number : 120000000195
Phone : (850)521-1000
Fax Number : (850)558-1575

FOREIGN PROFIT/NONPROFIT CORPORATION

AGFS MORTGAGE LENDING, INC.

Certificate of Status	0
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CLERK OF STATE
TALLAHASSEE, FLORIDA

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Corporate Filing Menu

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J 2/14/06

**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. AGFS Mortgage Lending, Inc.

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"
"Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Delaware 3. 20-3894515
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. December 1, 2005 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. N/A
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 601 N.W. Second Street; Evansville, IN 47708
(Principal office address)

601 N.W. Second Street; Evansville, IN 47708
(Current mailing address)

8. Financial services, insurance sales and related activities.
(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 NOT acceptable)

Name: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee, Florida 32301
(City) (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: Margaret A. Pike, Asst. Secretary
(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 business addresses of officers and/or directors:

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A. DIRECTORS

Chairman: Please see attached list.

Address:

Vice Chairman:

Address:

Director:

Address:

Director:

Address:

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B. OFFICERS

President: Please see attached list.

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.

(Signature of Director or Officer listed in number 12 of the application)

14.

Thomas D. Graber, Vice President and Secretary

(Typed or printed name and capacity of person signing application)

Directors / Officers Report

As of 2/2/2006

AGFS Mortgage Lending, Inc.

Directors

Donald R. Breivogel Jr.

Director

Primary Address: American General Finance, Inc.
601 Northwest Second Street
Evansville, Indiana 47708 (United States)

Danny W. Gardner

Director

Primary Address: American General Finance, Inc.
601 Northwest Second Street
Evansville, Indiana 47708 (United States)

George D. Roach

Director

Primary Address: American General Finance, Inc.
601 N.W. Second Street
Evansville, Indiana 47708 (United States)

Officers

George D. Roach

President

Primary Address: American General Finance, Inc.
601 N.W. Second Street
Evansville, Indiana 47708 (United States)

Donald R. Breivogel Jr.

Chief Financial Officer

Primary Address: American General Finance, Inc.
601 Northwest Second Street
Evansville, Indiana 47708 (United States)

Donald R. Breivogel Jr.

Senior Vice President

Primary Address: American General Finance, Inc.
601 Northwest Second Street
Evansville, Indiana 47708 (United States)

Bryan A. Binyon

Vice President

Primary Address: American General Finance, Inc.
601 Northwest Second Street
Evansville, Indiana 47708 (United States)

Danny W. Gardner

Vice President

Primary Address: American General Finance, Inc.
601 Northwest Second Street
Evansville, Indiana 47708 (United States)

Thomas D. Graber

Vice President

Primary Address: American General Finance, Inc.
601 N.W. Second Street

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Directors / Officers Report

As of 2/2/2006

AGFS Mortgage Lending, Inc.

Evansville, Indiana 47708 (United States)

Terry L. Rowland

Vice President

Primary Address:

American General Finance, Inc.
601 N.W. Second Street
Evansville, Indiana 47708 (United States)

George W. Schmidt

Vice President

Primary Address:

American General Finance, Inc.
601 Northwest Second Street
Evansville, Indiana 47708 (United States)

Douglas M Adair

Assistant Vice President

Primary Address:

American General Finance, Inc.
601 N.W. Second Street
Evansville, Indiana 47708 (United States)

Thomas D. Graber

General Counsel

Primary Address:

American General Finance, Inc.
601 N.W. Second Street
Evansville, Indiana 47708 (United States)

Thomas D. Graber

Secretary

Primary Address:

American General Finance, Inc.
601 N.W. Second Street
Evansville, Indiana 47708 (United States)

Karen K. Barton

Assistant Secretary

Primary Address:

601 N.W. Second Street
Evansville, Indiana 47708 (United States)

Jack R. Erkill

Assistant Secretary

Primary Address:

American General Finance, Inc.
601 N.W. Second Street
Evansville, Indiana 47708 (United States)

Brett L. Foster

Assistant Secretary

Primary Address:

American General Finance, Inc.
601 N.W. Second Street
Evansville, Indiana 47708 (United States)

Danny W. Gardner

Assistant Secretary

Primary Address:

American General Finance, Inc.
601 Northwest Second Street
Evansville, Indiana 47708 (United States)

Linda C. Meredith

Assistant Secretary

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Directors / Officers Report

As of 2/2/2006

AGFS Mortgage Lending, Inc.

Primary Address: American General Finance, Inc.
601 N.W. Second Street
Evansville, Indiana 47708 (United States)

George W. Schmidt **Assistant Secretary**

Primary Address: American General Finance, Inc.
601 Northwest Second Street
Evansville, Indiana 47708 (United States)

Leonard J. Winiger **Assistant Secretary**

Primary Address: American General Finance, Inc.
601 Northwest Second Street
Evansville, Indiana 47708 (United States)

Bryan A. Binyon **Treasurer**

Primary Address: American General Finance, Inc.
601 Northwest Second Street
Evansville, Indiana 47708 (United States)

David M. McManigal **Assistant Treasurer**

Primary Address: American General Finance, Inc.
601 Northwest Second Street
Evansville, Indiana 47708 (United States)

George W. Schmidt **Controller**

Primary Address: American General Finance, Inc.
601 Northwest Second Street
Evansville, Indiana 47708 (United States)

Leonard J. Winiger **Assistant Controller**

Primary Address: American General Finance, Inc.
601 Northwest Second Street
Evansville, Indiana 47708 (United States)

Timothy W. Blythe **Associate Tax Officer**

Primary Address: American General Finance, Inc.
601 Northwest Second Street
Evansville, Indiana 47708 (United States)

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TALLAHASSEE FLORIDA

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "AGFS MORTGAGE LENDING, 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 EIGHTH DAY OF FEBRUARY, A.D. 2006.

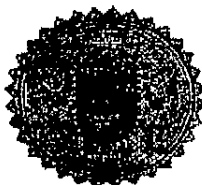
AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "AGFS MORTGAGE LENDING, INC." WAS INCORPORATED ON THE FIRST DAY OF DECEMBER, A.D. 2005.

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

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TALLAHASSEE FLORIDA



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Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 4508073

DATE: 02-08-06