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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

6-1-06
MPC

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: AIG Equity Sales Corp.

(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida," "Certificate of Existence," and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Jeffrey Haywood

(Name of Person)

AIG Equity Sales Corp.

(Firm/Company)

70 Pine Street

(Address)

New York, NY 10270

(City/State and Zip code)

For further information concerning this matter, please call:

Jeffrey Haywood

(Name of Person)

at (212) 770-6044

(Area Code & Daytime Telephone Number)

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TALLAHASSEE, FLORIDA

STREET/COURIER ADDRESS:

New Filing Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

New Filing Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

☒ \$70.00 Filing Fee

☐ \$78.75 Filing Fee &
Certificate of Status

☐ \$78.75 Filing Fee &
Certified Copy

☐ \$87.50 Filing Fee,
Certificate of Status &
Certified Copy

**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. **AIG Equity Sales Corp.**

(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. **New York**

(State or country under the law of which it is incorporated)

3. **13-2701087**

(FEI number, if applicable)

4. **9/15/1970**

(Date of incorporation)

5. **Perpetual**

(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. **70 Pine Street, New York, NY 10270**

(Principal office address)

70 Pine Street, New York, NY 10270

(Current mailing address)

8. **Securities Transactions**

(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: **Robert Morello**

Office Address: **22524 Baycrest Ridge Rd.**

Bonito Springs

(City)

, Florida **34135**

(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.



(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.

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12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: **Peter Adamczyk**

Address: **70 Pine Street**

New York, NY 10270

Director: **Helen Stefanis**

Address: **70 Pine Street**

New York, NY 10270

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B. OFFICERS

President: **Walter Josiah**

Address: **70 Pine Street**

New York, NY 10270

Vice President: **Kevin Clowe**

Address: **70 Pine Street**

New York, NY 10270

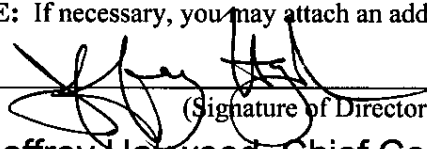
Secretary: **Elizabeth Tuck**

Address: **70 Pine Street, New York, NY 10270**

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. **Jeffrey Haywood, Chief Compliance Officer**

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

Addendum

12. B.

Chief Financial Officer: Brian Dooley
Address: 70 Pine Street
New York, NY 10270

Chief Compliance Officer: Jeffrey Haywood
Address: 70 Pine Street
New York, NY 10270

Assistant Secretary: Sarah Hosker
Address: 70 Pine Street
New York, NY 10270

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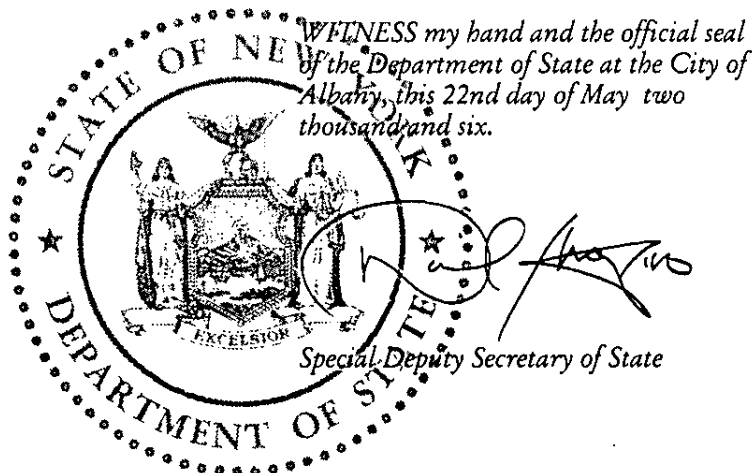
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

State of New York
Department of State } ss:

I hereby certify, that the Certificate of Incorporation of AIG EQUITY SALES CORP. was filed on 09/15/1970, under the name of AMERICAN INTERNATIONAL FUND DISTRIBUTORS, INC., with perpetual duration, and that a diligent examination has been made of the Corporate index for documents filed with this Department for a certificate, order, or record of a dissolution, and upon such examination, no such certificate, order or record has been found, and that so far as indicated by the records of this Department, such corporation is an existing corporation.

A Certificate of Amendment AMERICAN INTERNATIONAL FUND DISTRIBUTORS, INC., changing its name to AIG EQUITY SALES CORP., was filed 09/26/1994.



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