

State of Idaho

Office of the Secretary of State

**CERTIFICATE OF AUTHORITY
OF
DIRECT BILL SERVICES, INC.**

File Number C 146119

I PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that an Application for Certificate of Authority, duly executed pursuant to the provisions of the Idaho Business Corporation Act, has been received in this office and is found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to transact business in this State and attach hereto a duplicate of the application for such certificate.

Dated: 5 November 2002



Pete T. Cenarrusa
SECRETARY OF STATE

By *[Signature]*



APPLICATION FOR CERTIFICATE OF AUTHORITY (For Profit)

(Instructions on Back of Application)

The undersigned Corporation applies for a Certificate of Authority and states as follows:

1. The name of the corporation is: Direct Bill Services, Inc.
2. The name which it shall use in Idaho is: Direct Bill Services, Inc.
3. It is incorporated under the laws of: Delaware
4. Its date of incorporation is: 1/25/1999
5. The address of its principal office is: 70 Pine Street, New York, NY 10270
6. The address to which correspondence should be addressed, if different from item 5, is:
70 Pine Street, 30th Floor, New York, NY 10270
7. The street address of its registered office in Idaho is: 1401 Shoreline Drive, Suite 2, Boise, Idaho 83702
_____, and its registered agent in Idaho at that address is: Corporation Service Company
8. The names and respective business addresses of its directors and officers are:

| Name | Office | Address |
|--|--------|---------|
| <u>See attached officers/directors rider</u> | | |
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| | | |

Dated: 10/29/02

Signature: Elizabeth M. Tuck

Typed Name: Elizabeth M. Tuck

Capacity: Secretary

Customer Acct # :

(If using pre-paid account)

Secretary of State use only

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Revised 01/2001

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11/05/2002 05:00
CK: 150461 CT: 74104 BH: 644467
1 @ 100.00 = 100.00 AUTH PRO # 2
1 @ 20.00 = 20.00 EXPEDITE C # 3

C146119

Direct Bill Services, Inc.**Directors****Howard Ian Smith****Director**

Effective: 1/26/1999
End Date:
1st Employment Date: 10/1/1984
Primary Address: American International Group, Inc.
70 Pine Street
New York, New York 10270 (United States)

Gerald Vincent Vitkauskas**Director**

Effective: 1/26/1999
End Date:
1st Employment Date: 3/1/1989
Primary Address: A.I. Credit Corp.
160 Water Street
New York, New York 10038 (United States)

Michael D. Vogen**Director**

Effective: 1/26/1999
End Date:
1st Employment Date: 1/1/1988
Primary Address: A.I. Credit Corp.
160 Water Street
New York, New York 10038 (United States)

Officers**Gerald Vincent Vitkauskas****President**

Effective: 1/26/1999
End Date:
1st Employment Date: 3/1/1989
Primary Address: A.I. Credit Corp.
160 Water Street
New York, New York 10038 (United States)

Michael D. Vogen**Chief Financial Officer**

Effective: 1/26/1999
End Date:
1st Employment Date: 1/1/1988
Primary Address: A.I. Credit Corp.
160 Water Street
New York, New York 10038 (United States)

Dean De Marco**Executive Vice President**

Effective: 3/14/2002
End Date:

Direct Bill Services, Inc.

1st Employment Date:

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

George A. Harris**Executive Vice President**

Effective: 12/8/1999

End Date:

1st Employment Date: 10/6/1986

Primary Address: A.I. Credit Corp.
15303 Ventura Blvd.
Sherman Oaks, California 91403 (United States)

J. Kevin Olsen**Executive Vice President**

Effective: 11/21/2000

End Date:

1st Employment Date:

Primary Address:

Weston H. Terry Jr.**Executive Vice President**

Effective: 12/8/1999

End Date:

1st Employment Date: 7/7/1989

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

Michael D. Vogen**Executive Vice President**

Effective: 12/8/1999

End Date:

1st Employment Date: 1/1/1988

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

Paul A. Zarookian**Executive Vice President**

Effective: 12/8/1999

End Date:

1st Employment Date: 8/15/1985

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

Claude T. Graham**Senior Vice President**

Effective: 12/8/1999

End Date:

1st Employment Date: 9/23/1983

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

Direct Bill Services, Inc.

New York, New York 10038 (United States)

Jeffrey Lesnoy**Senior Vice President**

Effective: 5/15/2000

End Date:

1st Employment Date:

Primary Address: A.I. Credit Corp.
160 Water Street
New York, New York 10038 (United States)**John A. Rago****Senior Vice President**

Effective: 5/15/2000

End Date:

1st Employment Date: 11/1/1991

Primary Address: A.I. Credit Corp.
160 Water Street
New York, New York 10038 (United States)**Alexander P. Cano****Vice President**

Effective: 5/30/2002

End Date:

1st Employment Date:

Primary Address:

Annette J. Yacovone**Vice President**

Effective: 12/8/1999

End Date:

1st Employment Date: 9/1/1991

Primary Address: A.I. Credit Corp.
160 Water Street
New York, New York 10038 (United States)**Martin Joseph Bowen****Assistant Vice President**

Effective: 12/8/1999

End Date:

1st Employment Date: 2/1/1993

Primary Address: A.I. Credit Corp.
160 Water Street
New York, New York 10038 (United States)**Michael S. Forman****Assistant Vice President**

Effective: 12/8/1999

End Date:

1st Employment Date: 5/1/1988

Primary Address: A.I. Credit Corp.
160 Water Street
New York, New York 10038 (United States)**Ralph Anthony Marino****Assistant Vice President**

Direct Bill Services, Inc.

Effective: 12/8/1999
End Date:
1st Employment Date: 5/1/1988
Primary Address: A.I. Credit Corp.
160 Water Street
New York, New York 10038 (United States)

Alexander P. Cano**General Counsel**

Effective: 5/30/2002
End Date:
1st Employment Date:
Primary Address:

Elizabeth Margaret Tuck**Secretary**

Effective: 1/26/1999
End Date:
1st Employment Date: 6/24/1982
Primary Address: American International Group, Inc.
70 Pine Street
New York, New York 10270 (United States)

Alexander P. Cano**Assistant Secretary**

Effective: 5/30/2002
End Date:
1st Employment Date:
Primary Address:

Carol Ann McFate**Treasurer**

Effective: 12/8/1999
End Date:
1st Employment Date: 5/31/1994
Primary Address: American International Group, Inc.
70 Pine Street
New York, New York 10270 (United States)

Theresa Puccio**Assistant Treasurer**

Effective: 12/8/1999
End Date:
1st Employment Date: 11/30/1998
Primary Address: A.I. Credit Corp.
160 Water Street
New York, New York 10038 (United States)

Delaware

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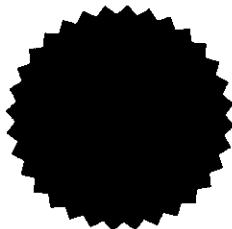
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I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "DIRECT BILL SERVICES, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE THIRTY-FIRST DAY OF OCTOBER, A.D. 2002.

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.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 2064626

DATE: 10-31-02