

# State of Idaho

Office of the Secretary of State

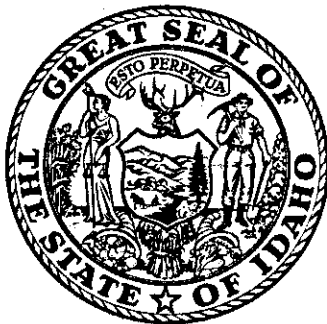
**CERTIFICATE OF AUTHORITY  
OF  
AIG EMPLOYEE SERVICES, INC.**

File Number C 178990

I, BEN YSURSA, 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: June 18, 2008



*Ben Yursa*  
SECRETARY OF STATE

By

*[Signature]*



# APPLICATION FOR CERTIFICATE OF AUTHORITY (For Profit)

(Instructions on Back of Application)

08 JUN 18 PM 1:14

SECRETARY OF STATE  
STATE OF IDAHO

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

- The name of the corporation is:  
AIG Employee Services, Inc.
- The name which it shall use in Idaho is: AIG Employee services, Inc.
- It is incorporated under the laws of: Delaware
- Its date of incorporation is: December 6, 2005
- The address of its principal office is:  
70 Pine Street New York, New York 10270
- The address to which correspondence should be addressed, if different from item 5, is:  
\_\_\_\_\_
- The street address of its registered office in Idaho is: 1401 Shoreline Drive, Suite 2, Boise, ID 83702  
and its registered agent in Idaho at that address is: Corporation Service Company
- The names and respective business addresses of its directors and officers are:

Name	Office Held	Address
<u>Kathleen E. Shannon</u>	<u>Director</u>	<u>70 Pine Street New York, NY 10270</u>
<u>Eric S. Lefkowitz</u>	<u>Director</u>	<u>70 Pine Street New York, NY 10270</u>
<u>Kathleen E. Shannon</u>	<u>President</u>	<u>70 Pine Street New York, NY 10270</u>
<u>Elizabeth M. Tuck</u>	<u>Secretary</u>	<u>70 Pine Street New York, NY 10270</u>
<u>Amy M. Cinquegrana</u>	<u>Assistant Secretary</u>	<u>70 Pine Street New York, NY 10270</u>

Dated: June 10, 2008.

Signature: *Elizabeth M. Tuck*

Typed Name: Elizabeth M. Tuck

Capacity: Secretary  
*[The signer must be a director or an officer of the corporation.]*

Customer Acct # : \_\_\_\_\_  
(If using pre-paid account)

Secretary of State use only

0:\comp\forms\corp  
forms\app\form\ca\authority\_profl.pmd  
Revised 06/2005

IDAHO SECRETARY OF STATE  
06/18/2008 05:00  
CK: 1100098595 CT: 47921 BH: 1120403  
1 @ 100.00 = 100.00 AUTH PRO # 2  
1 @ 20.00 = 20.00 EXPEDITE C # 3

Web Form

C178990

# Delaware

PAGE 1

*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "AIG EMPLOYEE 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 SIXTEENTH DAY OF JUNE, A.D. 2008.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "AIG EMPLOYEE SERVICES, INC." WAS INCORPORATED ON THE SIXTH DAY OF DECEMBER, A.D. 2005.

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

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

4072068 8300

080693737



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6660247

DATE: 06-16-08