

State of Idaho

Office of the Secretary of State

**CERTIFICATE OF AUTHORITY
OF
ACE FINANCIAL SOLUTIONS, INC.**

File Number C 141748

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: December 14, 2001



Pete T. Cenarrusa
SECRETARY OF STATE

By *Melanie Kennedy*



APPLICATION FOR CERTIFICATE OF AUTHORITY (For Profit)

(Instructions on Back of Application)

DEC 14 2001 13:30:51 '01

To the Secretary of State of Idaho:

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

1. The name of the corporation is ACE Financial Solutions, Inc.
2. The name which it shall use in Idaho is Same
3. It is incorporated under the laws of Delaware
4. Its date of incorporation is February 8, 1972
5. The address of its principal office is 1601 Chestnut Street, Philadelphia, PA 19103
6. The address to which correspondence should be addressed, if different from item 5, is Same
7. The street address of its registered office in Idaho is c/o C T Corporation System, 300 North 6th Street, Boise, Idaho 83702, and its registered agent in Idaho at that address is C T Corporation System
8. The names and respective business addresses of its directors and officers are:

Name

Office

Address

See attached list

Dated: 12/6/01

ACE Financial Solutions, Inc.

By Cheryl A. Bowden
(Corporation name)

Its Cheryl A. Bowden, Secretary

(specify capacity of signer)

Customer Acct # :

(if using pre-paid account)

Secretary of State use only

Revised 7/87
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12/14/2001 05:00
CK: 134869237 CT: 15818 BH: 434672
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State of Delaware
Office of the Secretary of State

PAGE 1

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ACE FINANCIAL SOLUTIONS, 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 TENTH DAY OF DECEMBER, A.D. 2001.

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: 1491786

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DATE: 12-10-01

Corporate Profile System
Director Business Address List
As of -12/06/2001

ACE FINANCIAL SOLUTIONS, INC.

Name, SSN, & Title	Business Address
DAVID A BUZEN	1133 AVENUE OF THE AMERICAS
MEMBER OF BOARD OF DIRECTORS	NEW YORK NY 10036
JOHN STEVE EDMONDS	1601 CHESTNUT STREET
MEMBER OF BOARD OF DIRECTORS	PHILADELPHIA 19103
ROBERT E OMAHNE	1133 AVENUE OF THE AMERICAS
MEMBER OF BOARD OF DIRECTORS	32ND FLOOR NEW YORK 10036

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12/06/2001

Corporate Profile System
Officer Business Address List
As of - 12/06/2001

ACE FINANCIAL SOLUTIONS, INC.

Name, SSN, & Title

Business Address

ROBERT E OMAHNE

1133 AVENUE OF THE AMERICAS

President

32ND FLOOR

PRESIDENT

NEW YORK

10036

DAVID A BUZEN

1133 AVENUE OF THE AMERICAS

VICE PRESIDENT

NEW YORK

NY 10036

MICHAEL STEVEN CANTER

1133 AVENUE OF THE AMERICAS

VICE PRESIDENT

NEW YORK

NY 10036

JAMES PHILLIP COYLE

1133 AVENUE OF THE AMERICAS

VICE PRESIDENT

NEW YORK

NY 10036

KENNETH RAY GARRETT

TWO LIBERTY PLACE

VICE PRESIDENT

1601 CHESTNUT STREET

TREASURER

PHILADELPHIA

PA 19103

DAVID A GIRARDOT

TWO LIBERTY PLACE

VICE PRESIDENT

1601 CHESTNUT STREET

PHILADELPHIA

PA 19103

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SERIALIZED
FILED
Corporate Profile System
Officer Business Address List
As of - 12/06/2001

ACE FINANCIAL SOLUTIONS, INC.

Name, SSN, & Title	Business Address		
SURESH KRISHNAN	1133 AVENUE OF THE AMERICAS		
VICE PRESIDENT ASSISTANT SECRETARY	NEW YORK	NY	10036
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SIMON NELSON MEERS	1133 AVENUE OF THE AMERICAS		
VICE PRESIDENT	NEW YORK	NY	10036
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BRIAN JOHN RIORDAN	1133 AVENUE OF THE AMERICAS		
VICE PRESIDENT	NEW YORK	NY	10036
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ALAN STEWART ROSEMAN	1133 AVENUE OF THE AMERICAS		
VICE PRESIDENT	NEW YORK	NY	10036
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JOSEPH STAGLIANO	1601 CHESTNUT STREET		
VICE PRESIDENT	PHILADELPHIA	PA	19103
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PETER JOHN STEINMETZ	TWO LIBERTY PLACE		
VICE PRESIDENT ASSISTANT TREASURER	1601 CHESTNUT ST. PHILADELPHIA	PA	19103
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Corporate Profile System
Officer Business Address List
As of - 12/06/2001

ACE FINANCIAL SOLUTIONS, INC.

Name, SSN, & Title	Business Address		
LESLIE HOWARD YESNER	1601 CHESTNUT STREET		
VICE PRESIDENT CONTROLLER	PHILADELPHIA	PA	19103
CHERYL AMELIA BOWDEN	TWO LIBERTY PLACE		
SECRETARY	1601 CHESTNUT ST. PHILADELPHIA	PA	19192
DEBORAH ASCHHEIM	1133 AVENUE OF THE AMERICAS		
ASSISTANT SECRETARY	NEW YORK	NY	10036
JOHN MICHAEL BUCKLEY	TWO LIBERTY PLACE		
ASSISTANT SECRETARY	1601 CHESTNUT STREET PHILADELPHIA	PA	19103
MARK ALDO ZANDANEL	TWO LIBERTY PLACE		
ASSISTANT SECRETARY	1601 CHESTNUT STREET PHILADELPHIA	PA	19103
BARBARA A NEARY	1601 CHESTNUT STREET		
ASSISTANT TREASURER	PHILADELPHIA	PA	19103

**Corporate Profile System
Officer Business Address List
As of - 12/06/2001**

ACE FINANCIAL SOLUTIONS, INC.

Name, SSN, & Title

MICHAEL ANGELO WILLIAMS

Business Address

1601 CHESTNUT STREET

ASSISTANT TREASURER

PHILADELPHIA

19103

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