

# State of Idaho

Office of the Secretary of State

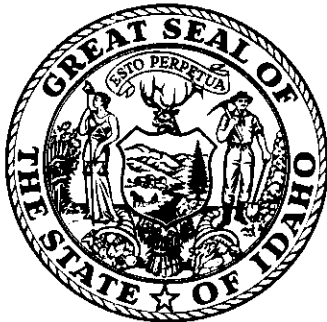
**CERTIFICATE OF AUTHORITY  
OF  
MORGAN STANLEY INSURANCE SERVICES INC.**

File Number C 166802

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: 11 May 2006



*Ben Yursa*  
SECRETARY OF STATE

By *Sally Lloyd*



# APPLICATION FOR CERTIFICATE OF AUTHORITY (For Profit)

(Instructions on Back of Application)

05 MAY 11 4m 3:30  
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: Morgan Stanley Insurance Services Inc.
- The name which it shall use in Idaho is: \_\_\_\_\_
- It is incorporated under the laws of: Delaware
- Its date of incorporation is: September 15, 1972
- The address of its principal office is: 1585 Broadway, New York, NY 10036
- The address to which correspondence should be addressed, if different from item 5, is: 1 Parkview Plaza, PO Box 5555 Oakbrook Terrace, IL 60181-5555
- The street address of its registered office in Idaho is: 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
Please see attached list		

Dated: 5/8/06

Signature: *Susan M. Krause*

Typed Name: Susan M. Krause

Capacity: Assistant 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

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Revised 06/2005

IDAHO SECRETARY OF STATE  
05/11/2006 05:00  
CK: 93549 CT: 20168 BH: 954302-20  
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1 @ 20.00 = 20.00 EXPEDITE C # 3

C/66802

Morgan Stanley Insurance Services Inc.

Attachment to Application for Certificate of Authority

#8. List of Directors and Officers

**Directors:**

<b>Name:</b>	<b>Address:</b>
Frank P. Zafran	2000 Westchester Avenue, Purchase, NY 10577
Daniel J. Fitzpatrick	2000 Westchester Avenue, Purchase, NY 10577
Leonard J. Schmitt	Harborside Financial Center, Plaza 2, Jersey City, NJ 07311

**Officers:**

<b>Name:</b>	<b>Title:</b>	<b>Address:</b>
Frank P. Zafran	President	2000 Westchester Avenue, Purchase, NY 10577
Frank M. Alecci	Vice President	So 61 Paramus Rd, Paramus, NJ 07652
James P. Boyle	Vice President	Harborside Financial Center, Plaza 2, Jersey City, NJ 07311
Benjamin Capshaw	Vice President	100 Concourse-Ste 203 1052 Highland Colony Pky, Ridgeland, MS 39157
Brian S. Davis	Vice President	19 Haines St, Newark, DE 19711
Kurt Keeler	Vice President	1125 S 103Rd St Ste 500, Omaha, NE 68124
Eric J. Marmoll	Vice President	17 West 110 22nd Street, Oakbrook Terrace, IL 60181
Louis A. Palladino	Vice President	1633 Broadway, New York, NY 10019
James J. Pritchett	Vice President	2000 Westchester Avenue, Purchase, NY 10577
Bruce R. Sandberg	Vice President	1633 Broadway, New York, NY 10019
Leonard J. Schmitt	Vice President	Harborside Financial Center, Plaza 2, Jersey City, NJ 07311
William J. Forsell	Treasurer	750 Seventh Avenue, New York, NY 10019
MaryAnn Fappiano	Assistant Treasurer	1 Pierrepont Plaza, Brooklyn, NY 11201
Daniel J. Fitzpatrick	Secretary	2000 Westchester Avenue, Purchase, NY 10577
Charlene R. Herzer	Assistant Secretary	1633 Broadway, New York, NY 10019
Susan M. Krause	Assistant Secretary	1633 Broadway, New York, NY 10019

# Delaware

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*The First State*

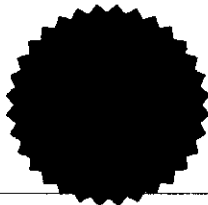
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MORGAN STANLEY INSURANCE SERVICES INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE ELEVENTH DAY OF MAY, A.D. 2006.

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.

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*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4738009

DATE: 05-11-06