

# State of Idaho

Office of the Secretary of State

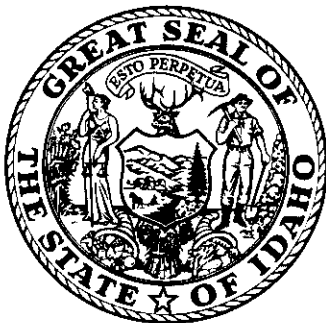
**CERTIFICATE OF AUTHORITY  
OF  
DIRECT BILL SERVICES, INC.**

File Number C 166067

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: 5 April 2006



*Ben Yursa*

SECRETARY OF STATE

By

*[Signature]*



# APPLICATION FOR CERTIFICATE OF AUTHORITY (For Profit)

(Instructions on Back of Application)

05 APR -5 AM 11:38

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

SECRETARY OF STATE  
STATE OF IDAHO

1. The name of the corporation is:

DIRECT BILL SERVICES, INC.

2. The name which it shall use in Idaho is: Same as item 1

3. It is incorporated under the laws of: Delaware

4. Its date of incorporation is: January 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:

Attn: Bernadette Colon, 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

See attached officers/directors rider

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Dated: February 16, 2006

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 07/2002

IDAHO SECRETARY OF STATE  
04/05/2006 05:00  
CK: 11073859 CT: 47921 BH: 947498  
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1 @ 20.00 = 20.00 EXPEDITE C # 3

**Direct Bill Services, Inc.**

**Directors**

**Gerald Vincent Vitkauskas**

**Director**

Primary Address: A.I. Credit Corp.  
101 Hudson Street  
Jersey City, New Jersey 07302 (United States)

**Michael D. Vogen**

**Director**

Primary Address: A.I. Credit Corp.  
101 Hudson Street  
Jersey City, New Jersey 07302 (United States)

**Officers**

**Gerald Vincent Vitkauskas**

**President**

Primary Address: A.I. Credit Corp.  
101 Hudson Street  
Jersey City, New Jersey 07302 (United States)

**Michael D. Vogen**

**Chief Financial Officer & Ex. Vice President & Treasurer**

Primary Address: A.I. Credit Corp.  
101 Hudson Street  
Jersey City, New Jersey 07302 (United States)

**George A. Harris**

**Executive Vice President**

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

**J. Kevin Olsen**

**Executive Vice President**

Primary Address: A.I. Credit Corp.  
101 Hudson Street  
Jersey City, New Jersey 07302 (United States)

**Paul A. Zarookian**

**Executive Vice President**

Primary Address: A.I. Credit Corp.  
101 Hudson Street  
Jersey City, New Jersey 07302 (United States)

**Alexander P. Cano**

**Senior Vice President & General Counsel & Asst. Secretary**

Primary Address: A.I. Credit Corp.  
101 Hudson Street  
Jersey City, New Jersey 07302 (United States)

**Direct Bill Services, Inc.**

**Paul Raymond Cohen**

**Senior Vice President**

Primary Address: A.I. Credit Corp.  
101 Hudson Street  
Jersey City, New Jersey 07302 (United States)

**Claude T. Graham**

**Senior Vice President**

Primary Address: A.I. Credit Corp.  
101 Hudson Street  
Jersey City, New Jersey 07302 (United States)

**Jeffrey Lesnoy**

**Senior Vice President & Comptroller**

Primary Address: A.I. Credit Corp.  
101 Hudson Street  
Jersey City, New Jersey 07302 (United States)

**John A. Rago**

**Senior Vice President**

Primary Address: A.I. Credit Corp.  
101 Hudson Street  
Jersey City, New Jersey 07302 (United States)

**Michael S. Forman**

**Vice President & Assistant Comptroller**

Primary Address: A.I. Credit Corp.  
101 Hudson Street  
Jersey City, New Jersey 07302 (United States)

**Ralph Anthony Marino**

**Vice President & Assistant Comptroller**

Primary Address: A.I. Credit Corp.  
101 Hudson Street  
Jersey City, New Jersey 07302 (United States)

**Theresa Puccio**

**Assistant Vice President & Assistant Treasurer**

Primary Address: A.I. Credit Corp.  
101 Hudson Street  
Jersey City, New Jersey 07302 (United States)

**Alexander P. Cano**

**General Counsel**

Primary Address: A.I. Credit Corp.  
101 Hudson Street  
Jersey City, New Jersey 07302 (United States)

**Elizabeth Margaret Tuck**

**Secretary**

Primary Address: American International Group, Inc.  
70 Pine Street  
New York, New York 10270 (United States)

**Direct Bill Services, Inc.**

**Valerie-Saun Alerte**

**Assistant Secretary**

Primary Address: 70 Pine Street  
30th Floor  
New York, New York 10037 (United States)

# Delaware

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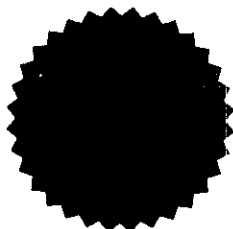
## *The First State*

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 FOURTH DAY OF APRIL, A.D. 2006.

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 FRANCHISE TAXES HAVE BEEN PAID TO DATE.

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



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060316168

*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4642939

DATE: 04-04-06