

State of Idaho

Office of the Secretary of State

CERTIFICATE OF AUTHORITY OF

VALIC RETIREMENT SERVICES COMPANY
File number C 118672

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that an Application for Certificate of Authority to transact business in this State, duly executed pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are 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 attach hereto a duplicate of the Application for such Certificate.

Dated: March 17, 1997



Pete T. Cenarrusa
SECRETARY OF STATE

By *[Signature]*

APPLICATION FOR CERTIFICATE OF AUTHORITY (For Profit)

To the Secretary of State of Idaho

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

MAR 17 10 48 AM '97

1. The name of the corporation is VALIC Retirement Services Company

SECRET STATE

2. The name which it shall use in Idaho is _____

3. It is incorporated under the laws of Texas

4. Its date of incorporation is 11/18/96 and its duration, if other than perpetual, is Perpetual

5. The address of its principal office in the state or country under the laws of which it is incorporated is

2929 Allen Parkway, Houston, Texas 77019

6. The address to which correspondence should be addressed, if different than Item 5, is _____

Same

7. The street address of its registered office in Idaho is 300 North 6th Street, Boise, Idaho 83701

_____ and its registered agent in Idaho at that address is C T Corporation System

8. The purpose or purposes which it is proposed to pursue in the transaction of business in Idaho are:

The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized to do business under the laws of Idaho.

9. The names and respective addresses of its directors and officers are:

Name	Office	Address
See attached list of directors and officers		

10. The corporation accepts and shall comply with the Constitution and the laws of the State of Idaho.

Dated: MARCH 7, 1997

VALIC Retirement Services Company

(Corporation name)

By Cynthia A. Toles

Its President, Vice President, Secretary or Assistant Secretary

(please specify)

Cynthia A. Toles

Secretary of State use only

IDAHO SECRETARY OF STATE

CCAP

DATE 03/17/1997

0900 73612 *

CK #: 11801731 CUST# 69806

AUTH PRD 10 100.00= 100.00

CORP SUR 10 20.00= 20.00

EXPEDITE C 10 20.00= 20.00

*: C

Appendix to Idaho
Application for Certificate of Authority

**Directors and Officers of
VALIC Retirement Services Company**

1. Stephen Douglas Bickel, Chief Executive Officer and Director
2929 Allen Parkway
Houston, Texas 77019
2. Thomas Lowell West, Jr., President and Director
2929 Allen Parkway
Houston, Texas 77019
3. Sam Edward Magee, Senior Vice President and Director
2929 Allen Parkway
Houston, Texas 77019
4. Brent C. Nelson, Senior Vice President and Director
2929 Allen Parkway
Houston, Texas 77019
5. Donald Lee Sharpe, Senior Vice President and Director
2929 Allen Parkway
Houston, Texas 77019
6. Joe Curtis Osborne, Senior Vice President and Director
2929 Allen Parkway
Houston, Texas 77019
7. Jack David Crank, Vice President
2929 Allen Parkway
Houston, Texas 77019
8. Charles David Robinson, Vice President
2929 Allen Parkway
Houston, Texas 77019
9. Phillip William Schraub, Vice President
2929 Allen Parkway
Houston, Texas 77019
10. Conway Rollin Shaw, Vice President
2929 Allen Parkway
Houston, Texas 77019
11. Cynthia Ann Toles, Secretary
2929 Allen Parkway
Houston, Texas 77019
12. Debra Lynne Walters, Tax Officer
2929 Allen Parkway

Appendix to Application for Certificate of Authority (cont)

Houston, Texas 77019

- 13. Joseph A. Birchill, General Auditor
2929 Allen Parkway
Houston, Texas 77019**



MAR 17 10 46 AM '97

SECRETARY OF STATE
STATE OF TEXAS

The State of Texas

SECRETARY OF STATE

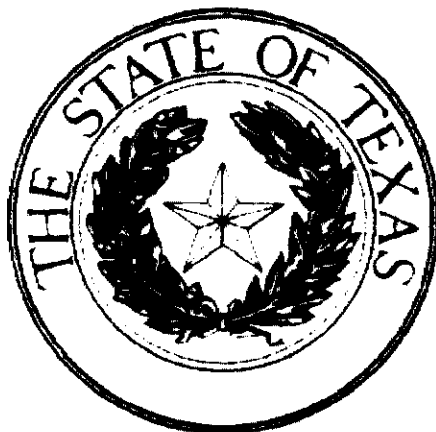
IT IS HEREBY CERTIFIED, that
Articles of Incorporation
of

VALIC RETIREMENT SERVICES COMPANY
CHARTER NO. 1421964

were filed in this office and a certificate of incorporation was issued on

NOVEMBER 18, 1996;

IT IS FURTHER CERTIFIED, that no certificate of dissolution has been issued, and that the corporation is still in existence.



IN TESTIMONY WHEREOF, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in the City of Austin, on March 13, 1997.

1077.

Antonio O. Garza, Jr.
Secretary of State

BAM