

State of Idaho

Office of the Secretary of State

**CERTIFICATE OF AUTHORITY
OF
TOTAL FINANCIAL & INSURANCE SERVICES, INC.**

File Number C 137263

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: January 23, 2001



Pete T. Cenarrusa
SECRETARY OF STATE

By *Monica Obelberry*

APPLICATION FOR CERTIFICATE OF AUTHORITY (For Profit)

(Instructions on Back of Application)

01 JAN 23 09:22

To the Secretary of State of Idaho:

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

STATE OF IDAHO

1. The name of the corporation is TOTAL FINANCIAL & INSURANCE SERVICES, INC.

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

3. It is incorporated under the laws of CALIFORNIA

4. Its date of incorporation is 3/18/1999

5. The address of its principal office is 11835 W. OLYMPIC BLVD., 6TH FLOOR, LOS ANGELES, CA 90064

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

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		

Dated: 1/10/01

By Miriam I. Katz
(Corporation name)

Its Asst Secretary
(specify capacity of signer)

Customer Acct # : _____

(if using pre-paid amount)

IDAHO SECRETARY OF STATE
Secretary of State use only

01/23/2001 09:00
CK: 36189 CT: 49569 BH: 374339

1 @ 100.00 = 100.00 AUTH PRO # 2
1 @ 20.00 = 20.00 EXPEDITE C # 3

Revised 7/97
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C137263

TOTAL FINANCIAL & INSURANCE SERVICES, INC.

DIRECTORS

ROSS CAMPBELL 500 W. MADISON STREET, #3650
CHICAGO, IL 60661

LISA GREENBERG 11835 WEST OLYMPIC BLVD., SUITE 600
LOS ANGELES, CA 90064

MARVIN GREENBERG 11835 WEST OLYMPIC BLVD., SUITE 600
LOS ANGELES, CA 90064

OFFICERS

LISA GREENBERG 11835 WEST OLYMPIC BLVD., SUITE 600
VICE PRESIDENT LOS ANGELES, CA 90064
SECRETARY

MARVIN GREENBERG 11835 WEST OLYMPIC BLVD., SUITE 600
PRESIDENT LOS ANGELES, CA 90064

DIANA GREENBERG HUDSON 11835 WEST OLYMPIC BLVD., SUITE 600
VICE PRESIDENT 11835 WEST OLYMPIC BLVD., SUITE 600
LOS ANGELES, CA 90064

JOSEPH POMERANCE 11835 WEST OLYMPIC BLVD., SUITE 600
TREASURER LOS ANGELES, CA 90064

ROSS CAMPBELL 500 W. MADISON STREET, #3650
VICE PRESIDENT CHICAGO, IL 60661

DOUGLAS W. HAMMOND 787 SEVENTH AVENUE, 49TH FLOOR
VICE PRESIDENT NEW YORK, NY 10019
ASST. SECRETARY

LORI LIESER 500 W. MADISON STREET, #3650
VICE PRESIDENT CHICAGO, IL 60661

MIRIAM I. KATZ 787 SEVENTH AVENUE, 49TH FLOOR
ASST. SECRETARY NEW YORK, NY 10019

State of California



DE JAN 23 AM 10: 22

STATE OF IDAHO

SECRETARY OF STATE CERTIFICATE OF STATUS DOMESTIC CORPORATION

I, BILL JONES, Secretary of State of the State of California, hereby certify:

That on the **18th day of March, 1999**, **TOTAL FINANCIAL & INSURANCE SERVICES, INC.** became incorporated under the laws of the State of California by filing its Articles of Incorporation in this office; and

That no record exists in this office of a certificate of dissolution of said corporation nor of a court order declaring dissolution thereof, nor of a merger or consolidation which terminated its existence; and

That said corporation's corporate powers, rights and privileges are not suspended on the records of this office; and

That according to the records of this office, the said corporation is authorized to exercise all its corporate powers, rights and privileges and is in good legal standing in the State of California; and

That no information is available in this office on the financial condition, business activity or practices of this corporation.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of January 18, 2001.



Bill Jones

BILL JONES
Secretary of State

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