

State of Idaho

Office of the Secretary of State

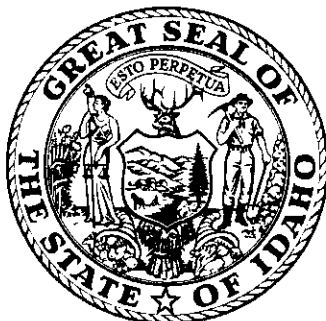
**CERTIFICATE OF AUTHORITY
OF
AIG FINANCIAL ADVISORS, INC.**

File Number C 157382

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: 19 November 2004



Ben Yursa

SECRETARY OF STATE

By *Sheryl Palmer*



APPLICATION FOR CERTIFICATE OF AUTHORITY (For Profit)

(Instructions on Back of Application)

04 NOV 19 AM 11:50

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:

AIG FINANCIAL ADVISORS, INC.

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

3. It is incorporated under the laws of: Delaware

4. Its date of incorporation is: September 13, 2004

5. The address of its principal office is: c/o Bridget Gaughan

Suite 2100, 2800 North Central Avenue, Phoenix, AZ 85004

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

1401 Shoreline Drive, Suite 2

Boise, ID 83702

7. The street address of its registered office in Idaho is: _____

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: November 9, 2004

Signature: Bridget M. Gaughan

Typed Name: Bridget Gaughan

Capacity: Secretary

Customer Acct # : _____

(If using pre-paid account)

Secretary of State use only

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forms\appforce\tdauthority_profit.pmf
Revised 07/2002

IDAHO SECRETARY OF STATE
11/19/2004 05:00
CK: 307333 CT: 1157 BH: 777651
1 @ 100.00 = 100.00 AUTH PRO # 3
1 @ 20.00 = 20.00 EXPEDITE C # 4

C157382

OFFICERS/DIRECTORS RIDER

ID-Application for Certificate of Authority

AIG FINANCIAL ADVISORS, INC.

List of Officers

Name: James R. Cannon **Title:** President, CEO
Bus. Addr.: 2355 Northside Drive, Suite 200, San Diego, CA 92108

Name: Bridget Gaughan **Title:** Secretary
Bus. Addr.: 2800 N. Central Ave., Suite 2100, Phoenix, AZ 95004

Name: Steve Rothstein **Title:** Treasurer
Bus. Addr.: 2300 Windy Ridge Dr., Suite 1100, Atlanta, GA 30339

Name: Lisa Kubica **Title:** Exec. VP
Bus. Addr.: 2800 N. Central Ave., Ste 2100, Phoenix, AZ 85004

List of Directors

Name: James Cannon **Term:**
Bus. Addr.: 2355 Northside Drive, Ste 200, San Diego, CA 92108

Name: Bridget Gaughan **Term:**
Bus. Addr.: 2800 N. Central Ave., Ste 2100, Phoenix, AZ 85004

Name: Steve Rothstein **Term:**
Bus. Addr.: 2300 Windy Ridge Dr., Ste 1100, Atlanta, GA 30339

Name: Mary Cavanaugh **Term:**
Bus. Addr.: 2929 Allen Prkwy L4-01, Houston, TX 77019

Delaware

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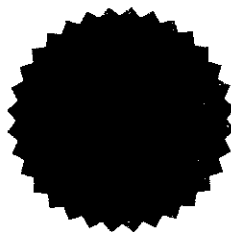
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "AIG FINANCIAL ADVISORS, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SEVENTEENTH DAY OF NOVEMBER, A.D. 2004.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "AIG FINANCIAL ADVISORS, INC." WAS INCORPORATED ON THE THIRTEENTH DAY OF SEPTEMBER, A.D. 2004.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

3853870 8300

040829490



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3483387

DATE: 11-17-04