

State of Idaho

Office of the Secretary of State

**CERTIFICATE OF AUTHORITY
OF
AIG WARRANTYGUARD, INC.**

File Number C 146790

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: 23 December 2002



Pete T. Cenarrusa
SECRETARY OF STATE

By *Kris Hunter*



APPLICATION FOR CERTIFICATE OF AUTHORITY (For Profit)

(Instructions on Back of Application)

DEC 23 PM 1:53

STATE OF IDAHO

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

- The name of the corporation is: ATG Warrantyguard, Inc.
- The name which it shall use in Idaho is: ATG Warrantyguard, Inc
- It is incorporated under the laws of: Delaware
- Its date of incorporation is: 2/26/94
- The address of its principal office is: 70 Pine St.
New York NY 10270
- The address to which correspondence should be addressed, if different from item 5, is: _____
- 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
- The names and respective business addresses of its directors and officers are:

Name	Office	Address
<u>See attached officers/directors rider</u>		
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

Dated: 12/13/02

Signature: Elizabeth M. Tuck

Typed Name: Elizabeth M. Tuck

Capacity: Corporate Secretary

12/23/2002
 CK: 161127 BH: 653028
 1 @ 100.00 = 100.00 AUTH PRD # 2
 1 @ 20.00 = 20.00 CORP SUR # 3

Customer Acct # : _____
 (if using pre-paid account)

Secretary of State use only

IDAHO SECRETARY OF STATE
 12/23/2002 05:00
 CK: 161127 CT: 74104 BH: 653028
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Delaware

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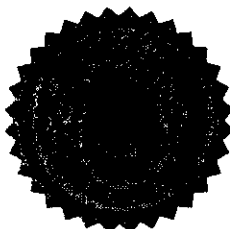
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "AIG WARRANTYGUARD, 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 TWENTIETH DAY OF DECEMBER, A.D. 2002.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "AIG WARRANTYGUARD, INC." WAS INCORPORATED ON THE TWENTY-SIXTH DAY OF FEBRUARY, A.D. 1996.

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.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

2596423 8300

AUTHENTICATION: 2162282

020787631

DATE: 12-20-02

AIG WarrantyGuard, Inc.

Directors

John Quinlan Doyle

Director

Effective: 10/31/2002
End Date:
Primary Address: AIG Environmental Management, Inc.
175 Water Street
New York, New York 10038 (United States)

Matthew Warren Frankel

Director

Effective: 4/10/2000
End Date:
Primary Address: American Home Assurance Company
175 Water Street
New York, New York 10038 (United States)

Lawrence S. Golodner

Director

Effective: 6/18/1996
End Date:
Primary Address: American International Group, Inc.
70 Pine Street
New York, New York 10270 (United States)

Robert Paul Jacobson

Director

Effective: 11/15/1999
End Date:
Primary Address: American Home Assurance Company
175 Water Street
New York, New York 10038 (United States)

Fredrick D. Schaufeld

Director

Effective: 7/8/1996
End Date:
Primary Address: 44873 Falcon Place
National Electornics Warranty Corp.
Sterling, Virginia 20166-9543 (United States)

Mark Timothy Willis

Director

Effective: 2/8/2000
End Date:
Primary Address: Domestic Brokerage Group
500 West Madison Street
Chicago, Illinois 60661-2511 (United States)

AIG WarrantyGuard, Inc.

Officers

Matthew Warren Frankel **President**
Effective: 4/10/2000
End Date:
Primary Address: American Home Assurance Company
175 Water Street
New York, New York 10038 (United States)

Matthew Warren Frankel **Chief Operating Officer**
Effective: 4/10/2000
End Date:
Primary Address: American Home Assurance Company
175 Water Street
New York, New York 10038 (United States)

Anthony James DeSantis **Vice President**
Effective: 2/17/1998
End Date:
Primary Address: AIG Marketing, Inc.
505 Carr Road
Wilmington, Delaware 19809 (United States)

Merritt William Fabel **Vice President**
Effective: 2/5/1997
End Date:
Primary Address: American International Group, Inc.
70 Pine Street
New York, New York 10270 (United States)

Mark Timothy Willis **Vice President**
Effective: 2/8/2000
End Date:
Primary Address: Domestic Brokerage Group
500 West Madison Street
Chicago, Illinois 60661-2511 (United States)

Elizabeth Margaret Tuck **Secretary**
Effective: 2/27/1996
End Date:
Primary Address: American International Group, Inc.
70 Pine Street
New York, New York 10270 (United States)

Donald Pelka **Assistant Secretary**

AIG WarrantyGuard, Inc.

Effective: 5/23/2001
End Date:
Primary Address: American International Group, Inc.
70 Pine Street
New York, New York 10270 (United States)

Robert Paul Jacobson

Treasurer

Effective: 11/15/1999
End Date:
Primary Address: American Home Assurance Company
175 Water Street
New York, New York 10038 (United States)