

Filing and License Fee: \$310.00 minimum

ID Number: 144000



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS
Office of the Secretary of State Matthew A. Brown
Corporations Division
100 North Main Street
Providence, Rhode Island 02903-1335

BUSINESS CORPORATION

APPLICATION FOR CERTIFICATE OF AUTHORITY
(To Be Filed In Duplicate Original)

RECEIVED STATE SECRETARIES OF CORPORATIONS NOV 19 1 36 PM 2004

Pursuant to the provisions of Section 7-1.1-103 of the General Laws, 1956, as amended, the undersigned foreign corporation hereby applies for a Certificate of Authority to transact business in the state of Rhode Island, and for that purpose submits the following statement:

- The name of the corporation is AIG FINANCIAL ADVISORS, INC.
- It is incorporated under the laws of Delaware
- The name, if different, which it elects to use in Rhode Island is:
 - If the name of the corporation in its jurisdiction of incorporation does not contain the word "corporation," "company," "incorporated," or "limited," or an abbreviation thereof, then list the name of the corporation with the addition of one of the above corporate endings for use in Rhode Island:

 - If the corporate name is not available in Rhode Island, then set forth below the fictitious name under which the corporation will qualify and transact business in Rhode Island as stated in the "Fictitious Business Name Statement" to be filed with this application:

- The date of its incorporation is September 13, 2004 and the period of its duration is Perpetual
- The address of its principal office in the state or country under the laws of which it is incorporated is _____
c/o Corporation Service Company, Suite 400, 2711 Centerville Road, Wilmington, DE 19808
- The address of its proposed registered office in Rhode Island is 222 Jefferson Boulevard, Suite 200
(Street Address, not P.O. Box)
Warwick, RI 02888 and the name of the proposed registered agent in Rhode Island at
(City/Town) (Zip Code)
that address is Corporation Service Company
(Name of Agent)
- The specific purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are:
Full service securities broker/dealer. To engage in any act or activity for which corporations may be organized.
- The names and respective addresses of the directors and officers are:

	<u>Name</u>	<u>Address</u>
Director	<u>See attached officers/directors rider</u>	_____
Director	_____	_____
President	_____	_____
Vice President	_____	_____
Treasurer	_____	_____
Secretary	_____	_____

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By OpB
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9. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value or Statement that Shares are without Par Value</u>
1,000	Common		\$250.00

10. The aggregate number of its issued shares, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value or Statement that Shares are without Par Value</u>
1,000	Common		\$250.00

11. (a) An estimate of the value of all property to be owned by the corporation for the following year, wherever located, is \$ 2,339,000.

(b) An estimate of the value of the corporation's property to be located within Rhode Island during the following year is \$ 0.00.

(c) An estimate, expressed as a percentage, of the proportion that the estimated value of the property of the corporation to be located within this state during the following year bears to the value of all property of the corporation to be owned during the following year, wherever located, is 0 %. *divide (b) by (a) and multiply by 100 to obtain the percentage.*

12. (a) An estimate of the gross amount of business to be transacted by the corporation during the following year is \$ 270,884,000.

(b) An estimate of the gross amount of business to be transacted by the corporation at or from places of business in Rhode Island during the following year is \$ 188,000.00.

(c) An estimate, expressed as a percentage, of the proportion that the gross amount of business to be transacted by the corporation at or from places of business in this state during the following year bears to the gross amount thereof which will be transacted by the corporation during the following year is .07 % *divide (b) by (a) and multiply by 100 to obtain the percentage.*

13. This application is accompanied by certified copies of its articles of incorporation and all amendments thereto, duly authenticated by the secretary of state or other authorized officer of the jurisdiction of its incorporation.

Date: 11/9/04

AIG FINANCIAL ADVISORS, INC.

Print Exact Name of Corporation Making Application

By [Signature] James Cannon

President or Vice President (check one)

AND
By [Signature] Bridget Gaughan

Secretary or Assistant Secretary (check one)

STATE OF Arizona
COUNTY OF Maricopa

In Phoenix Arizona, on this 9th day of NOVEMBER, 2004, before me personally appeared James Cannon who, being duly sworn, declared that he/she is the President of the above-named entity and that he/she signed the foregoing document as such authorized agent, and that the statements herein contained are true.



Rita Sonchik [Signature]
Notary Public
My Commission Expires: 6/7/05

OFFICERS/DIRECTORS RIDER

RI-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

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "AIG FINANCIAL ADVISORS, INC." AS RECEIVED AND FILED IN THIS OFFICE.

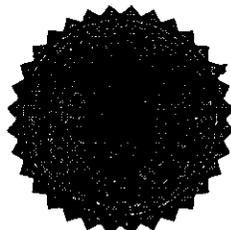
THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF INCORPORATION, FILED THE THIRTEENTH DAY OF SEPTEMBER, A.D. 2004, AT 2:15 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE AFORESAID CORPORATION.

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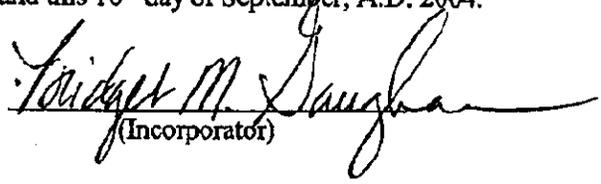
Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 3483377

DATE: 11-17-04

State of Delaware
Secretary of State
Division of Corporations
Delivered 02:20 PM 09/13/2004
FILED 02:15 PM 09/13/2004
SRV 040660953 - 3853870 FILE

STATE of DELAWARE
CERTIFICATE of INCORPORATION
A STOCK CORPORATION

- **First:** The name of this Corporation is AIG Financial Advisors, Inc.
- **Second:** Its registered office in the State of Delaware is to be located at 2711 Centerville Road Suite 400, in the City of Wilmington County of New Castle Zip Code 19808. The registered agent in charge thereof is Corporation Service Company, 2711 Centerville Road, Suite 400, Wilmington, DE 19808.
- **Third:** The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.
- **Fourth:** The amount of the total authorized capital stock of this corporation is two hundred fifty thousand Dollars (\$250,000.00) divided into 1,000 shares of two hundred fifty Dollars (\$250.00) each.
- **Fifth:** The name and address of the incorporator is as follows:
 - Name: Bridget M. Gaughan
 - Title: Executive Vice President, General Counsel
 - Mailing Address: 2800 North Central Avenue, Suite 2100
Phoenix, AZ 85004
- **I, the Undersigned,** for the purpose of forming a corporation under the laws of the State of Delaware, do make, file and record this Certificate, and do certify that the facts herein stated are true, and I have accordingly hereunto set my hand this 10th day of September, A.D. 2004.

BY: 
(Incorporator)

NAME: Bridget M. Gaughan