

Filing and License Fee: \$310.00 minimum

ID Number: 144488



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)

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:

1. The name of the corporation is AIG Commercial Equipment Finance, Inc.
2. It is incorporated under the laws of Delaware
3. The name, if different, which it elects to use in Rhode Island is:
 - (a) *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:*
 - (b) *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:*
4. The date of its incorporation is October 07, 2004 and the period of its duration is Perpetual
5. 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
6. 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)
7. The specific purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are:
Any and all lawful business including but not limited to commercial equipment financing and leasing To engage in any act or activity for which corporations may be organized.
8. 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		

FILED
DEC 16 2004

By [Signature]

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		\$1.00

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		\$1.00

11. (a) An estimate of the value of all property to be owned by the corporation for the following year, wherever located, is
\$ 0.00
- (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
\$ 500,000,000
- (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 \$ 5,000,000
- (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 1 % 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: November 15, 2004

ATG Commercial Equipment Finance, Inc.

Print Exact Name of Corporation Making Application

By

W. G. Farrell Jr. William G. Farrell Jr.

☒ President or ☐ Vice President (check one)

AND

By

Elizabeth M. Tuck Elizabeth M. Tuck

☒ Secretary or ☐ Assistant Secretary (check one)

STATE OF New York
COUNTY OF New York

In New York New York, on this 15 day of November, 2004, before me personally appeared William G. Farrell Jr. 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.

Nancy Wong
Notary Public, State of New York
No. 01W05078917
Qualified in Kings County
Certificate filed in New York County
Commission Expires June 2, 2007
My Commission Expires: 06 02 2007

Directors / Officers Report
AIG Commercial Equipment Finance, Inc.

Directors

Steven Jay Bensinger **Director**

Primary Address: American International Group, Inc.
70 Pine Street
New York, New York 10270 (United States)

William Naughton Dooley **Director**

Primary Address: American International Group, Inc.
70 Pine Street
New York, New York 10270 (United States)

William G. Farrell Jr. **Director**

Primary Address: AIG Commerical Equipment Finance, Inc.
5700 Granite Parkway
Suite 850
Plano, Texas 75024 (United States)

Dave B. Fate **Director**

Primary Address: AIG Commerical Equipment Finance, Inc.
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Robert Edward Lewis **Director**

Primary Address: American International Group, Inc.
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Ernest Theodore Patrikis **Director**

Primary Address: American International Group, Inc.
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Alan M. Pryor **Director**

Primary Address: American International Group, Inc.
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New York, New York 10270 (United States)

AIG Commercial Equipment Finance, Inc.

Officers

William Naughton Dooley

Chairman of the Board of Directors

Primary Address: American International Group, Inc.
70 Pine Street
New York, New York 10270 (United States)

William G. Farrell Jr.

President

Primary Address: AIG Commerical Equipment Finance, Inc.

5700 Granite Parkway
Suite 850
Plano, Texas 75024 (United States)

William G. Farrell Jr.

Chief Executive Officer

Primary Address: AIG Commerical Equipment Finance, Inc.
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Timothy S. Milazzo

Chief Financial Officer

Primary Address: AIG Commerical Equipment Finance, Inc.
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Dave B. Fate

Chief Operating Officer

Primary Address: AIG Commerical Equipment Finance, Inc.
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Dave B. Fate

Executive Vice President

Primary Address: AIG Commerical Equipment Finance, Inc.
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Todd M. Meyer

Senior Vice President

Primary Address: AIG Commerical Equipment Finance, Inc.
5700 Granite Parkway
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AIG Commercial Equipment Finance, Inc.

Joseph F. Thompson

Senior Vice President

Primary Address: AIG Commerical Equipment Finance, Inc.
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Jim Bates

Vice President

Primary Address: AIG Commerical Equipment Finance, Inc.
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B. Andrew Fletcher

Vice President

Primary Address: AIG Commerical Equipment Finance, Inc.
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Daniel R. Fluharty

Vice President

Primary Address: AIG Commerical Equipment Finance, Inc.
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Mark J. Gibson

Vice President

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Richard Johnston

Vice President

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Greg F. Michels

Vice President

Primary Address: AIG Commerical Equipment Finance, Inc.
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AIG Commercial Equipment Finance, Inc.

Timothy S. Milazzo

Vice President

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Kirk S. Phillips

Vice President

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Dan Rouse

Vice President

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Jeffrey L. Wilkison

Vice President

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B. Andrew Fletcher

General Counsel

Primary Address: AIG Commerical Equipment Finance, Inc.
5700 Granite Parkway
Suite 850
Plano, Texas 75024 (United States)

Elizabeth Margaret Tuck

Secretary

Primary Address: American International Group, Inc.
70 Pine Street
New York, New York 10270 (United States)

Todd M. Meyer

Chief Credit Officer

Primary Address: AIG Commerical Equipment Finance, Inc.
5700 Granite Parkway
Suite 850
Plano, Texas 75024 (United States)

Delaware

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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 COMMERCIAL EQUIPMENT FINANCE, INC." AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF INCORPORATION, FILED THE SEVENTH DAY OF OCTOBER, A.D. 2004, AT 1:58 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: 3545669

DATE: 12-14-04