

Statement and Designation by Foreign Corporation

FILED 
In the Office of the Secretary of State
of the State of California

DEC 29 2010

OneMain Financial, Inc.
(Name of Corporation)

_____, a corporation organized and existing under the
laws of Delaware, makes the following statements and designation:
(State or Place of Incorporation)

1. The address of its principal executive office is _____
300 St. Paul Place, Baltimore, DE 21202
2. The address of its principal office in the State of California is _____
(If none, leave Item 2 blank.)

Designation of Agent for Service of Process in the State of California

(Complete either Item 3 or Item 4.)

3. (Use this paragraph if the process agent is a natural person.)

_____, a natural person residing in the State of
California, whose complete street address is _____

_____, is designated as agent upon whom process directed to
this corporation may be served within the State of California, in the manner provided by law.

4. (Use this paragraph if the process agent is another corporation.)

C T Corporation System

a corporation organized and existing under the laws of Delaware,
is designated as agent upon whom process directed to this corporation may be served within the State
of California, in the manner provided by law.

5. It irrevocably consents to service of process directed to it upon the agent designated above, and to
service of process on the Secretary of State of the State of California if the agent so designated or the
agent's successor is no longer authorized to act or cannot be found at the address given.



(Signature of Corporate Officer)

Teresa M. Baer, Asst. Secretary

(Typed Name and Title of Officer Signing)

If an individual is designated as the agent for service of process, include the agent's business or residential street address in California (a P.O. Box address is not acceptable). If another corporation is designated as the agent for service of process, do not include the address of the designated corporation. Note: Corporate agents must have complied with California Corporations Code section 1505 prior to designation, and a corporation cannot act as its own agent.

Secretary of State Form
S&DC-STOCK/NONPROFIT (REV 04/2010)

Delaware

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The First State

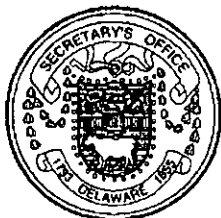
I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ONEMAIN FINANCIAL, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-NINTH DAY OF DECEMBER, A.D. 2010.

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

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You may verify this certificate online
at corp.delaware.gov/authver.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 8458069

DATE: 12-29-10