

Certified Copy

Certificate of Amendment

OF

Certificate of Incorporation

OF

**MERRILL LYNCH, PIERCE, FENNER & SMITH
INCORPORATED**

January 15, 1969

{ Filed with the Secretary of State of Delaware and
Certified Copy Recorded by the Recorder of New Castle County, Delaware }
January 15, 1969

CERTIFICATE OF AMENDMENT

OF

CERTIFICATE OF INCORPORATION

OF

**MERRILL LYNCH, PIERCE, FENNER & SMITH
INCORPORATED**

MERRILL LYNCH, PIERCE, FENNER & SMITH INCORPORATED, a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY:

FIRST: That the Board of Directors of the said corporation, at a meeting duly convened and held, adopted resolutions proposing and declaring advisable the following amendment to the Certificate of Incorporation of said corporation and directing that any meeting of stockholders and vote of stockholders thereat with respect thereto be dispensed with, and that in lieu thereof action with respect thereto be taken on the written consent of stockholders of said corporation as authorized by the Certificate of Incorporation of said corporation and in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware. The resolution setting forth the proposed amendment is as follows:

"RESOLVED, that, the Board of Directors hereby proposes and declares it to be advisable:

1. That the Certificate of Incorporation, as amended and supplemented by all certificates heretofore filed and recorded, be amended so that Section 1 of Article IV thereof shall be and read as follows:

'Section 1. *Shares and Series Authorized.* The total number of shares of capital stock which the Corporation shall have authority to issue is eighteen million (18,000,000) shares of common stock of the par value of four dollars (\$4.00) each, which is hereby authorized to be issued in two series, designated respectively as Voting Common Stock (hereinafter called "Voting Stock") and Non-Voting Common Stock (hereinafter called "Non-Voting Stock"). Ten million thirty-nine thousand eight hundred (10,039,800) shares of common stock are hereby authorized to be issued as shares of Voting Stock, seven million one hundred sixty thousand nine hundred (7,160,900) shares of common stock are hereby authorized to be issued as shares of Non-Voting Stock, and seven hundred ninety-nine thousand three hundred (799,300) shares of common stock are hereby authorized to be issued as shares of Voting Stock or Non-Voting Stock in such numbers as may from time to time be designated and fixed in a resolution adopted by the Board of Directors of the Corporation and filed and recorded in accordance with the provisions of the General Corporation Law of the State of Delaware.'

2. That, effective upon the filing and recording of a Certificate of Amendment of the Certificate of Incorporation to the foregoing effect, each issued share of Voting Common Stock and each issued share of Non-Voting Common Stock, of the par value of four dollars (\$4.00) per share, be reclassified into two (2) shares of the par value of four dollars (\$4.00) per share of the same respective series."

SECOND: That thereafter, pursuant to the authorization contained in Article XIII of the Certificate of Incorporation of said corporation, as permitted by Section 228 of the General Corporation Law of

the State of Delaware, for the taking of such action with the written consent of the holders of less than all of the stock who would have been entitled to vote upon the action if a vote of stockholders at a meeting thereof were taken, the written consent of the necessary number of stockholders has been given in accordance with the provisions of said Section 228 with respect to the foregoing amendment.

THIRD: That the foregoing amendment has been duly adopted in accordance with the provisions of Section 242 (and Section 228) of the General Corporation Law of the State of Delaware.

FOURTH: That the capital of said corporation will not be reduced under or by reason of the foregoing amendment.

IN WITNESS WHEREOF, said MERRILL LYNCH, PIERCE, FENNER & SMITH INCORPORATED has caused its corporate seal to be hereunto affixed and this certificate to be signed by its Chairman of the Board of directors and attested by its Secretary this 15th day of January, 1969.

MERRILL LYNCH, PIERCE,
FENNER & SMITH
INCORPORATED

CORPORATE SEAL
1958
DELAWARE

MERRILL LYNCH, PIERCE, FENNER & SMITH
INCORPORATED

By JAMES E. THOMSON
CHAIRMAN OF THE BOARD

Attest:

MATTHEW J. SMITH
SECRETARY

STATE OF NEW YORK }
COUNTY OF NEW YORK } ss.:

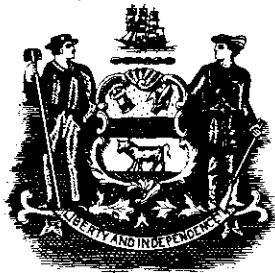
BE IT REMEMBERED that on this 15th day of January, 1969 personally came before me, STEVEN R. NARKER a Notary Public in and for the County and State aforesaid, JAMES E. THOMSON, Chairman of the Board of directors of MERRILL LYNCH, PIERCE, FENNER & SMITH INCORPORATED, a corporation of the State of Delaware, the corporation described in and which executed the foregoing certificate, known to me personally to be such, and he, the said JAMES E. THOMSON, as such Chairman of the Board, duly executed said certificate before me and acknowledged said certificate to be his act and deed and the act and deed of said corporation and that the facts stated therein are true; that the signature of said Chairman of the Board of directors of said corporation to said foregoing certificate is in the handwriting of said Chairman of the Board of directors of said corporation, and that the seal affixed to said certificate is the common or corporate seal of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal of office the day and year aforesaid.

STEVEN R. NARKER
NOTARY PUBLIC
STATE OF NEW YORK

STEVEN R. NARKER
STEVEN R. NARKER
Notary Public, State of New York
No. 24-8099085
Qualified in Kings County
Certificate filed in New York County
Commission Expires March 30, 1970

State of Delaware



Office of Secretary of State.

I, Eugene Bunting, Secretary of State of the State of Delaware,
do hereby certify that the above and foregoing is a true and correct copy of
Certificate of Amendment of the "MERRILL LYNCH, PIERCE, FENNER &
SMITH INCORPORATED", as received and filed in this office the
fifteenth day of January, A.D. 1969, at 10 o'clock A.M.

In Testimony Whereof, I have hereunto set my hand
and official seal at Dover this seventeenth day
of February in the year of our Lord
one thousand nine hundred and sixty-nine.

Eugene Bunting

Secretary of State

R. W. [illegible]

Asst. Secretary of State