

State of Idaho

Department of State

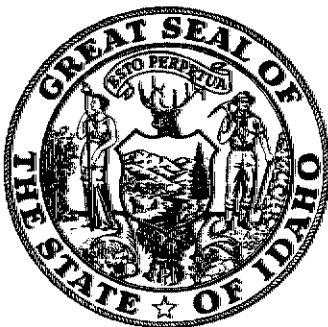
AMENDED CERTIFICATE OF AUTHORITY OF

CONSERVCO, INC.
File Number C 79010

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of CONSERVCO, INC. for an Amended Certificate of Authority to transact business in this State, duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Amended Certificate of Authority to METRACOMP INC. to transact business in this State under the name METRACOMP INC. and attach hereto a duplicate original of the Application for such Amended Certificate.

Dated: May 16, 1995



Pete T. Cenarrusa
SECRETARY OF STATE

By *Shirley J. Clark*

APPLICATION FOR AMENDED CERTIFICATE OF AUTHORITY

To the Secretary of State of Idaho:

Pursuant to Section 30-1-16, Idaho Code, the undersigned Corporation hereby applies for an amended certificate of authority to transact business in the State of Idaho and for that purpose submits the following statement.

1. A Certificate of Authority was issued to the corporation by your office on August 2 19 85, authorizing it to transact business in the State of Idaho under the name of Conservco, Inc.
2. Its corporate name has been changed to MetraComp Inc.

(Note: If the corporation name has not been changed, insert "No change.")

3. The name which it shall use hereafter in the State of Idaho is _____

It desires to pursue in the transaction of business in the State of Idaho purposes other than or in addition to those set forth in its prior application for certificate of authority, as follows:

No Change

(Note: If no additional changes are proposed, insert "No change.")

Dated May 12, 1995

MetraComp Inc.

(Corporation Name)

By Lawrence B. Dorman
Its President/Vice President (please specify)
Lawrence B. Dorman

And Matthew Friedman
Its ~~Secretary~~ Assistant Secretary (please specify)
Matthew Friedman

STATE OF Connecticut)
COUNTY OF Hartford) ss:

I, Janice Dimon, a notary public, do hereby certify that on this 12th day of May, 19 95, personally appeared before me Matthew Friedman and Lawrence B. Dorman, who being by me first duly sworn, declared that (s)he is the Assistant Secretary and President of MetraComp Inc.

that (s)he signed the foregoing documents as Assistant Secretary and President of the corporation and that the statements therein contained are true.

Janice Dimon
Notary Public

Submit application and filing fee to:

Office of the Secretary of State
Division of Corporations
Statehouse, Room 203
Boise, Idaho 83720

Secretary of State use only

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19950516 0900 89778 2
CK #: 65491 CUST# 4567

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Office of the Secretary of the State of Connecticut

I, the Connecticut Secretary of the State,
and keeper of the seal thereof, DO HEREBY CERTIFY, that

MAY 16 10 31 AM '95

SECRETARY OF STATE

FPS OF CONNECTICUT, INC.

a STOCK corporation under the Connecticut General Statutes was filed
in this office on August 8, 1983. The following comprises a list of
amendments changing its name as filed in this office as of the date of
this certificate:

AMENDMENTS CHANGING THE NAME TO

FILED

FIRST FINANCIAL PLANNER SERVICES, INC.
CONSERVCO, INC.
METRACOMP INC.

October 24, 1983
December 3, 1987
May 8, 1995

Insofar as the records of this office reveal, the corporation is in
existence and in good standing.



Secretary of the State

Date Issued: May 9, 1995
smt