

**Certificate of Increase
of
Authorized Number of Shares Designated as
Shares of Non-Voting Common Stock
of
MERRILL LYNCH, PIERCE, FENNER & SMITH
INCORPORATED**

May 4, 1961

(Filed and recorded in Delaware May 8, 1961)

**CERTIFICATE OF INCREASE
OF
AUTHORIZED NUMBER OF SHARES DESIGNATED AS
SHARES OF NON-VOTING COMMON STOCK
OF
MERRILL LYNCH, PIERCE, FENNER & SMITH
INCORPORATED**

We, GEORGE J. LENESS and DONALD T. REGAN, President and Secretary, respectively, of MERRILL LYNCH, PIERCE, FENNER & SMITH INCORPORATED, a corporation organized and existing under the General Corporation Law of the State of Delaware, the Certificate of Incorporation of which was filed in the office of the Secretary of State of Delaware on November 10, 1958 and filed for recording in the office of the Recorder of Deeds for New Castle County, Delaware on November 10, 1958 and Certificates of Amendment of the Certificate of Incorporation of which were filed in said office of the Secretary of State on January 5, 1959, October 30, 1959 and April 13, 1960, and filed for recording in said office of the Recorder of Deeds for New Castle County, Delaware on January 5, 1959, October 30, 1959 and April 13, 1960, respectively,

Do HEREBY CERTIFY:

That the Board of Directors of said corporation at a meeting held on April 11, 1961 duly adopted a resolution authorizing and directing an increase in the authorized number of shares of Non-Voting Common Stock of the corporation from 1,400,000 shares to 1,540,000 shares, in accordance with the provisions of section 151 of The General Corporation Law of the State of Delaware, which resolution is as follows:

RESOLVED, that, pursuant to authority vested in the Board of Directors of the Corporation in accordance with Section 1 of Article IV of the Certificate of Incorporation, as amended, the authorized number of shares of Non-Voting Common Stock of the Corporation is hereby increased from 1,400,000 shares to 1,540,000

shares by hereby designating and fixing, out of the 590,050 shares of common stock of the Corporation which are authorized to be issued as shares of Voting Common Stock or shares of Non-Voting Common Stock, 140,000 shares as shares of Non-Voting Common Stock, with the powers, preferences and rights and the qualifications, limitations or restrictions thereof set forth in Section 3 of Article IV of the Certificate of Incorporation, as amended.

IN WITNESS WHEREOF, we have hereunto subscribed our names and affixed the seal of said corporation this 4th day of May, 1961.

MERRILL LYNCH, PIERCE,
FENNER & SMITH
INCORPORATED
Corporate Seal,
1958
Delaware

/s/ GEORGE J. LENESS
President

/s/ DONALD T. REGAN
Secretary

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

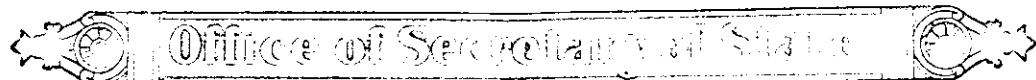
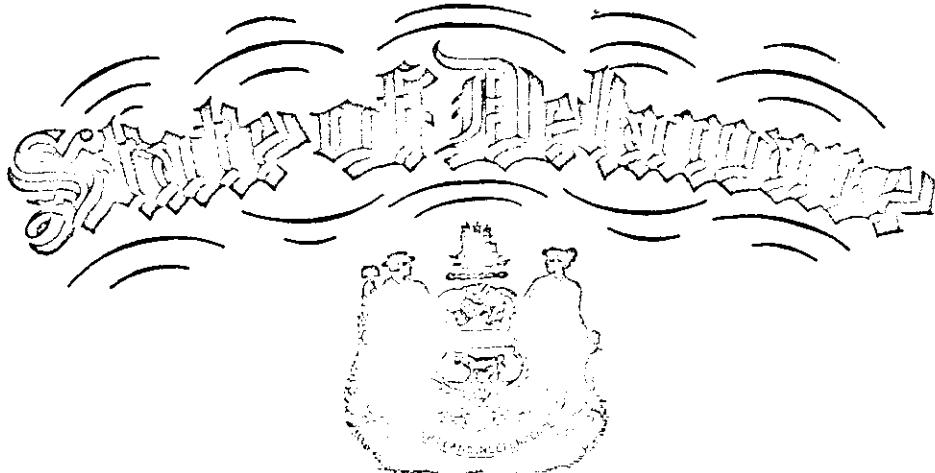
BE IT REMEMBERED that on this 4th day of May, 1961, personally came before me, the undersigned, a Notary Public in and for the County and State aforesaid, GEORGE J. LENESS, President of MERRILL LYNCH, PIERCE, FENNER & SMITH INCORPORATED, a corporation of the State of Delaware, the corporation described in and which executed the foregoing certificate, known to me personally to be such, and he, the said GEORGE J. LENESS, as such President, duly executed said certificate before me and acknowledged the said certificate to be his act and deed and the act and deed of said corporation; that the signatures of the said President and of the Secretary of said corporation to said foregoing certificate are in the handwriting of the said President and Secretary of said corporation, respectively, and that the seal affixed to said certificate is the common or corporate seal of said corporation, and that his act of sealing, executing, acknowledging and delivering the said certificate was duly authorized by the Board of Directors of said corporation.

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

/s/ MARJORIE DAWE
Notary Public

MARJORIE DAWE
Notary Public
State of New York

MARJORIE DAWE
Notary Public, State of New York
No. 31-0883700
Qualified in New York County
Commission Expires March 30, 1963



*I, Elisha C. Bukes, 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 Increase of Authorized Number of Shares Designated as
Shares of Non-Voting Common Stock of "MERRILL LYNCH, PIERCE, FENNER &
SMITH, INCORPORATED", as received and filed in this office the eighth
day of May, A.D. 1961, at 10 o'clock A.M.

*In Testimony Whereof, I have hereunto set my hand
and official seal at Dover this 24th day
of May in the year of our Lord
one thousand nine hundred and sixty-one.*

Elisha C. Bukes

Secretary of State

J. J. B. Bukes
Ass't Secretary of State