

State of Idaho

Office of the Secretary of State

AMENDED CERTIFICATE OF AUTHORITY OF WATERHOUSE SECURITIES INC.

File Number **C 129316**

I, PETE T. CENARRUSA, Secretary of the State of the State of Idaho, hereby certify that an Application for Amended Certificate of Authority to do business in this State, duly executed pursuant to the provisions of the Idaho Business Corporation Act, has been received in this office and is 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 reflect the name change from **WATERHOUSE SECURITIES INC.** to **TD WATERHOUSE INVESTOR SERVICES, INC.** and attach hereto a duplicate of the Application for such Amended Certificate.

Dated: March 21, 2000



Pete T. Cenarrusa
SECRETARY OF STATE

By *Kerri Krusch*

APPLICATION FOR AMENDED CERTIFICATE OF AUTHORITY



(Instructions on back of application)

To the Secretary of State of the State of Idaho:

Pursuant to Section 30-1-1504, **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. Complete only applicable items.

1. A Certificate of Authority was issued to the corporation by your office on September 29, 1978,
authorizing it to transact business in the State of Idaho under the name of Waterhouse Securities Inc.
2. Its corporate name has been changed to TD Waterhouse Investor Services, Inc.
3. The name which it shall use hereafter in the State of Idaho is TD Waterhouse Investor Services, Inc.
4. It has changed its jurisdiction of incorporation, without a change of corporate identity to: No Change

Dated: 3/2/00

TD Waterhouse Investor Services, Inc.
(Corporation Name)

By Andrew Wels

Andrew Wels

Its Assistant General Counsel

(specify capacity of signer)

Customer Acct #:

IDAHO SECRETARY OF STATE

(If using pre-paid account)

03021/2000 09:00
CK: 120321 CT: 120576 BH: 301231

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State of New York } ss:
Department of State

I hereby certify, that the Certificate of Incorporation of TD WATERHOUSE INVESTOR SERVICES, INC. was filed on 09/29/1978, under the name of WATERHOUSE SECURITIES INC., with perpetual duration, and that a diligent examination has been made of the Corporate index for documents filed with this Department for a certificate, order, or record of a dissolution, and upon such examination, no such certificate, order or record has been found, and that so far as indicated by the records of this Department, such corporation is a subsisting corporation.

A Certificate of Amendment WATERHOUSE SECURITIES INC., changing its name to TD WATERHOUSE INVESTOR SERVICES, INC., was filed 09/20/1999.

Witness my hand and the official seal
of the Department of State at the City
of Albany, this 08th day of March
two thousand.



Special Deputy Secretary of State

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