



Department of State.

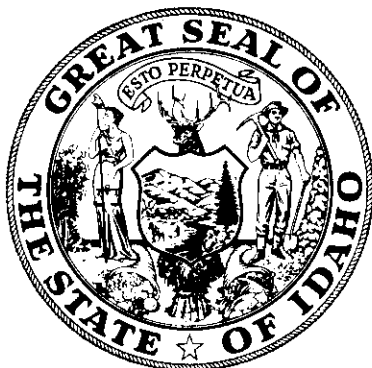
**AMENDED CERTIFICATE OF AUTHORITY
OF**

QPS, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of **QPS, 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 **HL RETIREMENT PLAN SERVICES, INC.** to transact business in this State under the name **HL RETIREMENT PLAN SERVICES, INC.** and attach hereto a duplicate original of the Application for such Amended Certificate.

Dated **May 3**, 19**85**.



Pete T. Cenarrusa
SECRETARY OF STATE

Corporation Clerk

APPLICATION FOR AMENDED CERTIFICATE
OF AUTHORITY

To the Secretary of State of the State of Idaho:

Under Section 30-1-118, 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 July 20,
19 82, authorizing it to transact business in the State of Idaho under the name of QPS, INC.

2. Its corporate name has been changed to HL RETIREMENT PLAN SERVICES, 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 HL RETIREMENT PLAN SERVICES, INC.

Note: If the corporate name has been changed and the new name of the corporation does not contain the word "corporation," "company," "incorporated," or "limited," or any abbreviation of one of such words, insert the name of the corporation with the word or abbreviation which it elects to add thereto for use in Idaho. If a professional service corporation, add the appropriate word in place of those listed above.)

4. 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 purposes are proposed, insert "No change.")

Dated April 24, 19 85

HL RETIREMENT PLAN SERVICES, INC.

By Morton Smith
Morton Smith,
Its _____ President

HL RETIREMENT PLAN SERVICES, INC.

And Stanley M. Lenkiewicz
Stanley M. Lenkiewicz,
Its _____ Secretary

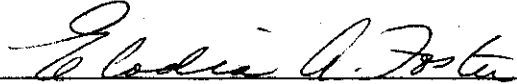
STATE OF New York)
COUNTY OF New York) ss:

I, ELODIA A. FOSTER, a notary public, do hereby certify that on this
24th day of APRIL, 19 85, personally appeared

(continued on reverse)

before me Morton Smith, who being by me first duly sworn,
declared that he is the President of HL RETIREMENT PLAN SERVICES, INC.

that he signed the foregoing document as President of the corporation and
that the statements therein contained are true.



Notary Public

ELODIA A. FOSTER
Notary Public, State of New York
No. 31-4778908
Qualified in New York County
Commission Expires March 30, 1987

State of New York } ss.:
DEPARTMENT OF STATE

It is Hereby Certified, That a Certificate of Amendment of
Certificate of Incorporation of

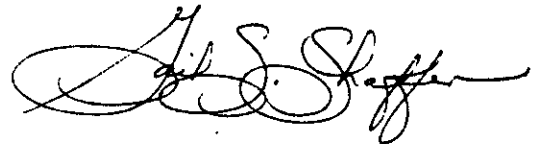
QPS, INC.

changing name to

HL RETIREMENT PLAN SERVICES, INC.

was filed in this Department on the 29th day of March, 1985.

Witness *my hand and the official seal of the*
Department of State at the City of
Albany, this 18th day
of April one thousand
nine hundred and eighty-five.



Secretary of State