

State of Idaho

Department of State

AMENDED CERTIFICATE OF AUTHORITY OF

HARRIS NESBITT THOMSON SECURITIES INC.
File Number C 100045

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of HARRIS NESBITT THOMSON SECURITIES INC. for an Amended Certificate of Authority to transact business in this State, duly executed 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 NESBITT BURNS SECURITIES INC. to transact business in this State under the name NESBITT BURNS SECURITIES INC. and attach hereto a duplicate original of the Application for such Amended Certificate.

Dated: December 26, 1995



Pete T. Cenarrusa
SECRETARY OF STATE

By *Wayne Davis*

APPLICATION FOR AMENDED CERTIFICATE OF AUTHORITY

DEC 12 8 30 AM '95

To the Secretary of State of the State of Idaho:

Pursuant to 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 November 4, 1992, authorizing it to transact business in the State of Idaho under the name of HARRIS NESBITT THOMSON SECURITIES INC.
2. Its corporate name has been changed to NESBITT BURNS SECURITIES 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 NESBITT BURNS SECURITIES INC.
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:

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

Dated November 15, 1995

NESBITT BURNS SECURITIES INC.

(Corporation Name)

By

Aubrey W. Baillie
Its President/Vice President (please specify)

Aubrey W. Baillie

And

Lawrence D. Pringle
Its Secretary/Assistant Secretary (please specify)

Lawrence D. Pringle

City of Toronto)
STATE OF Ontario) ss:
Province)
COUNTY OF)

I, Isabelle Lafleche, a notary public, do hereby certify that on this 15th day of November, 19 95, personally appeared before me Lawrence D. Pringle, who being by me first duly sworn, declared that (s)he is the Secretary of Nesbitt Burns Securities Inc.

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

Isabelle Lafleche

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

IDAHO SECRETARY OF STATE

DATE 12/12/1995 0900 21153

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CK #: 8552 CUST# 62658

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Office of the Secretary of State

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SECRETARY OF STATE
STATE OF IDAHO

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF
DELAWARE, DO HEREBY CERTIFY THE CERTIFICATE OF MERGER, WHICH
MERGES:

"BURNS FRY INC.", A DELAWARE CORPORATION,
WITH AND INTO "HARRIS NESBITT THOMSON SECURITIES INC." UNDER
THE NAME OF "NESBITT BURNS SECURITIES INC.", A CORPORATION
ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE,
WAS RECEIVED AND FILED IN THIS OFFICE THE FIRST DAY OF JUNE,
A.D. 1995, AT 10 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID
CORPORATION SHALL BE GOVERNED BY THE LAWS OF THE STATE OF
DELAWARE.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID
CORPORATION IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF
DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE
EXISTENCE NOT HAVING BEEN CANCELLED OR DISSOLVED SO FAR AS THE
RECORDS OF THIS OFFICE SHOW AND IS DULY AUTHORIZED TO TRANSACT
BUSINESS.




Edward J. Freel, Secretary of State

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AUTHENTICATION:

7751468

DATE:

12-14-95