



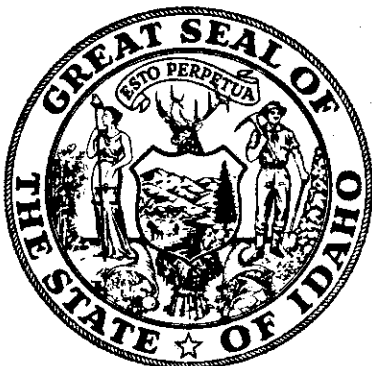
AMENDED CERTIFICATE OF AUTHORITY
OF

_____ JAMES TALCOTT, INC. _____

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of _____ JAMES TALCOTT, 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 _____ LEUCADIA, INC. _____
_____ to transact business in this State under the name _____
_____ LEUCADIA, INC. _____ and attach hereto a duplicate original of the Application for such Amended Certificate.

Dated _____ June 23 _____, 19 80 _____.



Pete T. Cenarrusa
SECRETARY OF STATE

Corporation Clerk

**APPLICATION FOR AMENDED CERTIFICATE
OF AUTHORITY**

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 July 31,
19 66, authorizing it to transact business in the State of Idaho under the name of _____
JAMES TALCOTT, INC.

2. Its corporate name has been changed to Leucadia, 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 Leucadia, 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 June 9, 19 80.

By _____

Norman P. Kiken

Its Vice- President

And _____

Ruth Klindtworth

Its _____ Secretary

STATE OF New York)

COUNTY OF New York) ss:

I, ASSUNTA LETO, a notary public, do hereby certify that on this
9th day of JUNE, 19 80, personally appeared

(continued on reverse)

before me NORMAN KIKEN, who being by me first duly sworn,
declared that he is the VICE PRESIDENT of LEUCADIA, INC.

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

Assunta Leto
Notary Public

ASSUNTA LETO
Notary Public, State of New York
No. 24-011E4707499 Qual. in Kings County
Cert. Leto filed in New York County
Comm. Expires March 30, 1987.

CT

CERTIFICATE OF AMENDMENT
OF THE
RESTATED CERTIFICATE OF INCORPORATION
OF
JAMES TALCOTT, INC.

RECEIVED
JUN 23 AM 10 13
SECRETARY OF STATE

Under Section 805 of the Business Corporation Law

Pursuant to the provisions of Section 805 of the Business Corporation Law, the undersigned do hereby certify:

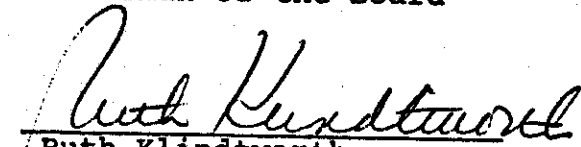
- ③
1. The name of the corporation is JAMES TALCOTT, INC.
 2. The date of filing of the Certificate of Incorporation of the Corporation by the Department of State of the State of New York was December 24, 1914.
 3. The Certificate of Incorporation is amended:
 - a) to change the corporate name. Paragraph one of the certificate, which sets forth the name of the corporation, is amended to read:

"FIRST: The name of the corporation is LEUCADIA, INC."
 4. The above amendment to the Certificate of Incorporation was authorized by vote of the holders of a majority of all outstanding shares entitled to vote thereon at a meeting of the shareholders.

IN WITNESS WHEREOF, this Certificate has been signed
this 21st day of May, 1980, and we affirm the statements con-
tained herein as true, under penalties of perjury.



Ian M. Cumming,
Chairman of the Board



Ruth Klindtworth,
Secretary

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A671493

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CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
JAMES TALCOTT, INC.

Under Section 805 of the
Business Corporation Law

STATE OF NEW YORK
DEPARTMENT OF STATE
FILED MAY 27 1980

AMT OF CHECK \$ 152.52
FILING FEE \$ 30
TAX \$
COPY \$ 122.50
CERT \$
REFUND \$
BY: *ny*

492635

WEIL, GOTSHAL & MANGES
767 FIFTH AVENUE
NEW YORK, N.Y. 10022

State of New York }
Department of State } ss.:

23115

I hereby certify that I have compared the annexed copy with the original document filed by the Department of State and that the same is a correct transcript of said original.

Witness my hand and seal of the Department of State on

MAY 27 1980

Basil G. Patterson

Secretary of State

G020-504 (12/78)