
Certificate of Amendment

OF

Certificate of Incorporation

OF

**MERRILL LYNCH, PIERCE, FENNER & SMITH
INCORPORATED**

April 30, 1962

(Filed and recorded in Delaware June 27, 1962)

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
MERRILL LYNCH, PIERCE, FENNER & SMITH
INCORPORATED

MERRILL LYNCH, PIERCE, FENNER & SMITH INCORPORATED, a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY:

FIRST: That the Board of Directors of the said corporation, at a meeting duly convened and held, adopted a resolution proposing and declaring advisable an amendment of the Certificate of Incorporation of the said corporation and resolved to submit said amendment to the annual meeting of the stockholders of the said corporation for consideration thereof. The resolution setting forth the proposed amendment is as follows:

RESOLVED, that, the Board of Directors hereby proposes and declares it to be advisable:

1. That the Certificate of Incorporation, as amended and supplemented by all certificates heretofore filed and recorded, be amended so that Section 1 of Article IV thereof shall be and read as follows:

“SECTION 1. *Shares and Series Authorized.* The total number of shares of capital stock which the Corporation shall have authority to issue is four million five hundred thousand (4,500,000) shares of common stock of the par value of eight dollars (\$8.00) each, which is hereby authorized to be issued in two series, designated respectively as Voting Common Stock (hereinafter called “Voting Stock”) and Non-Voting Common Stock (hereinafter called “Non-Voting Stock”). Two million five hundred nine thousand nine hundred fifty (2,509,950) shares of common stock are hereby authorized to be issued as shares of Voting Stock, one million five hundred forty thousand (1,540,000) shares of common stock are hereby authorized to be issued as shares of Non-Voting Stock, and four hundred fifty

thousand fifty (450,050) shares of common stock are hereby authorized to be issued as shares of Voting Stock or Non-Voting Stock in such numbers as may from time to time be designated and fixed in a resolution adopted by the Board of Directors of the Corporation and filed and recorded in accordance with the provisions of the General Corporation Law of the State of Delaware." and

2. That, effective upon the filing and recording of a Certificate of Amendment of the Certificate of Incorporation to the foregoing effect, each issued share of Voting Common Stock and each issued share of Non-Voting Common Stock, of the par value of three dollars thirty-three and one-third cents (\$3.33 $\frac{1}{3}$) per share, be reclassified into one (1) share of the par value of eight dollars (\$8.00) per share of the same respective series.

SECOND: That thereafter, the annual meeting of the stockholders of the said corporation was duly called and held, at which meeting the necessary number of stockholders required by statute voted in favor of the foregoing amendment.

THIRD: That the foregoing amendment has been duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

FOURTH: That the capital of the said corporation will not be reduced under or by reason of the foregoing amendment.

IN WITNESS WHEREOF, said MERRILL LYNCH, PIERCE, FENNER & SMITH INCORPORATED has caused its corporate seal to be hereunto affixed and this certificate to be signed by its President and its Secretary this 30th day of April, 1962.

MERRILL LYNCH, PIERCE, FENNER & SMITH
INCORPORATED

By GEORGE J. LENESE
President

DONALD T. REGAN
Secretary

MERRILL LYNCH, PIERCE,
FENNER & SMITH
INCORPORATED
CORPORATE SEAL
1958
DELAWARE

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

BE IT REMEMBERED that on this 30th day of April, 1962, personally came before me, REBECCA LEHRMAN, 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.

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

REBECCA LEHRMAN
Notary Public

REBECCA LEHRMAN NOTARY PUBLIC STATE OF NEW YORK

REBECCA LEHRMAN
Notary Public—State of New York
No. 24-2302365, Qualified in Kings Co.
Certificate Filed in New York County
Commission Expires March 30, 1963

State of Delaware



Office of Secretary of State.

J. Elisha C. Dukes, 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 Amendment of the "MERRILL LYNCH, PIERCE, FENNER &
SMITH INCORPORATED", as received and filed in this office the
twenty-seventh day of June, A.D. 1962, at 10 o'clock A.M.

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

Elisha C. Dukes

Secretary of State

J. F. Harris

Asst. Secretary of State