

Office of the Secretary of State

Nov 14 10 54 AM '96

SECRETARY OF STATE
STATE OF IDAHO

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE SAID "SMITH BROS. USA HOLDINGS INC." FILED A CERTIFICATE OF AMENDMENT, CHANGING ITS NAME TO "SMITH BROS. SECURITIES INC.", ON THE SIXTH DAY OF JULY, A.D. 1983, AT 10 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THE SAID "SMITH BROS. SECURITIES INC." FILED A CERTIFICATE OF AMENDMENT, CHANGING ITS NAME TO "SMITH NEW COURT INC.", ON THE FIFTEENTH DAY OF MAY, A.D. 1984, AT 10 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THE SAID "SMITH NEW COURT INC." FILED A CERTIFICATE OF AMENDMENT, CHANGING ITS NAME TO "SMITH NEW COURT, CARL MARKS INC.", ON THE SEVENTH DAY OF MARCH, A.D. 1988, AT 10:20 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THE SAID "SMITH NEW COURT, CARL MARKS INC." FILED A CERTIFICATE OF AMENDMENT, CHANGING ITS NAME TO "SMITH NEW COURT INC.", ON THE TWENTY-EIGHTH DAY OF APRIL, A.D. 1994, AT 12:30 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THE SAID "SMITH NEW COURT INC." FILED A CERTIFICATE OF AMENDMENT, CHANGING ITS NAME TO "ML SNC INC.", ON THE TWELFTH DAY OF JANUARY, A.D. 1996, AT 4:30



Edward J. Freel
Edward J. Freel, Secretary of State

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AUTHENTICATION: 8186783
DATE: 11-12-96

Office of the Secretary of State

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O'CLOCK P.M.

SECRETARY OF STATE
STATE OF IDAHO

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "ML SNC INC.",
IS THE LAST KNOWN TITLE OF RECORD OF THE AFORESAID CORPORATION.



Edward J. Freel

Edward J. Freel, Secretary of State

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

"ML SNC INC.", A DELAWARE CORPORATION, WITH AND INTO "MERRILL LYNCH, PIERCE, FENNER & SMITH INCORPORATED" UNDER THE NAME OF "MERRILL LYNCH, PIERCE, FENNER & SMITH INCORPORATED", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, WAS RECEIVED AND FILED IN THIS OFFICE THE THIRTEENTH DAY OF FEBRUARY, A.D. 1996, AT 2:30 O'CLOCK P.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 SAID "ML SNC INC." WAS INCORPORATED ON THE FOURTEENTH DAY OF APRIL, A.D. 1983.

AND I DO HEREBY FURTHER CERTIFY THAT UPON FILING OF THE AFORESAID CERTIFICATE OF OWNERSHIP, THE CORPORATE EXISTENCE OF "ML SNC INC." WAS TERMINATED.



IDAHOO SECRETARY OF STATE
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Edward J. Freel, Secretary of State
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