

State of Idaho

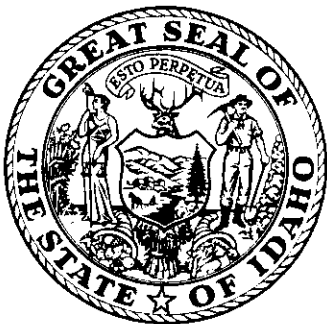
Office of the Secretary of State

AMENDED CERTIFICATE OF AUTHORITY
OF
CITICORP ELECTRONIC FINANCIAL SERVICES, INC.
File Number C 117096

I, BEN YSURSA, Secretary of the State, hereby certify that an Application for Amended Certificate of Authority, has been received in this office and is 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 reflect the name change from **CITICORP ELECTRONIC FINANCIAL SERVICES, INC.** to **J.P. MORGAN ELECTRONIC FINANCIAL SERVICES, INC.** and attach hereto a duplicate of the application for such amended certificate.

Dated: May 26, 2004



Ben Yursa

SECRETARY OF STATE

By *Sally Lloyd*



APPLICATION FOR AMENDED CERTIFICATE OF AUTHORITY

(Instructions on back of application)

FILED EFFECTIVE

MAY 26 PM 2:05

STATE
OF IDAHO

To the Secretary of State of the State of Idaho:

Pursuant to Section 30-1-1504, **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. Complete only applicable items.

1. A Certificate of Authority was issued to the corporation by your office on: November 12, 1996,
authorizing it to transact business in the State of Idaho under the name of:
Citicorp Electronic Financial Services, Inc.
2. Its corporate name has been changed to: J. P. Morgan Electronic Financial Services, Inc.
3. The name which it shall use hereafter in the State of Idaho is:
J. P. Morgan Electronic Financial Services, Inc.
4. It has changed its jurisdiction of incorporation, without a change of corporate identity to: NA

Dated: 5/12/04 Corporation Name: J. P. Morgan Electronic Financial Services, Inc.

Signature: _____

Typed Name: John M. Guzzi

Capacity: General Counsel

Customer Acct # : _____

(if using pre-paid account)

Secretary of State use only

g:\corp\forms\corpforms\l
amended cert of authority.p65
Revised 07/2002

Web Form

IDAHO SECRETARY OF STATE
05/26/2004 05:00
CK: 268800037 CT: 72208 BH: 747278
1 @ 30.00 = 30.00 AMEND CERT # 2

C 117096

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

I hereby certify, that the Certificate of Incorporation of J.P. MORGAN ELECTRONIC FINANCIAL SERVICES, INC. was filed on 07/16/1965, under the name of FNCB SERVICES CORPORATION, with perpetual duration, and that a diligent examination has been made of the Corporate index for documents filed with this Department for a certificate, order, or record of a dissolution, and upon such examination, no such certificate, order or record has been found, and that so far as indicated by the records of this Department, such corporation is a subsisting corporation.

A Certificate of Amendment FNCB SERVICES CORPORATION, changing its name to CITICORP SERVICES, INCORPORATED, was filed 02/24/1972.

A Certificate of Amendment CITICORP SERVICES, INCORPORATED, changing its name to CITICORP SERVICES INC., was filed 12/06/1985.

A Certificate of Amendment CITICORP SERVICES INC., changing its name to CITICORP ELECTRONIC FINANCIAL SERVICES, INC., was filed 03/30/2001.

A Certificate of Amendment CITICORP ELECTRONIC FINANCIAL SERVICES, INC., changing its name to J.P. MORGAN ELECTRONIC FINANCIAL SERVICES, INC., was filed 01/15/2004.



*Witness my hand and the official seal
of the Department of State at the City
of Albany, this 21st day of May
two thousand and four.*

Secretary of State