

State of Idaho

Department of State

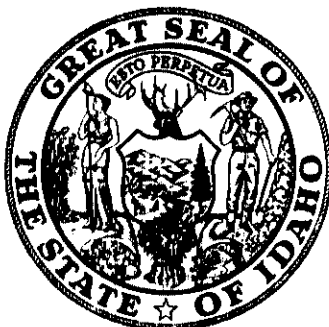
AMENDED CERTIFICATE OF AUTHORITY OF

BROKERAGE SYSTEMS, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of BROKERAGE SYSTEMS, 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 ROLFE & NOLAN (USA) INC. to transact business in this State under the name ROLFE & NOLAN (USA) INC. and attach hereto a duplicate original of the Application for such Amended Certificate.

Dated: October 21, 1993



Pete T. Cenarrusa
SECRETARY OF STATE

By *[Signature]*

APPLICATION FOR AMENDED CERTIFICATE OF AUTHORITY

RECEIVED
SEC. OF STATE

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 the purpose of amending the following statement.

1. A Certificate of Authority was issued to the corporation by your office on June 11 19 93, authorizing it to transact business in the State of Idaho under the name of Brokerage Systems, Inc.
2. Its corporate name has been changed to Rolfe & Nolan (USA) 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 Rolfe & Nolan (USA) 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:

No Change

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

Dated _____ Rolfe & Nolan (USA) Inc.
(Corporation Name)

By Bra Cole
Its President/~~Vice President~~ (please specify)

And [Signature]
Its Secretary/Assistant Secretary (please specify)

STATE OF Illinois)
COUNTY OF Cook) ss:

I, Theresa M. McTruie, a notary public, do hereby certify that on this 14th day of October, 19 93, personally appeared before me Braim Cole, who being by me first duly sworn, declared that (s)he is the President of Rolfe & Nolan (USA) Inc.

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

Theresa M. McTruie
Notary Public

Secretary of State use only

Submit application and filing fee to:
"OFFICIAL SEAL"
Theresa M. McTruie, Notary Public, State of Illinois
My Commission Expires 11/28/94
Office of the Secretary of State
Division of Corporations
Statehouse, Room 203
Boise, Idaho 83720



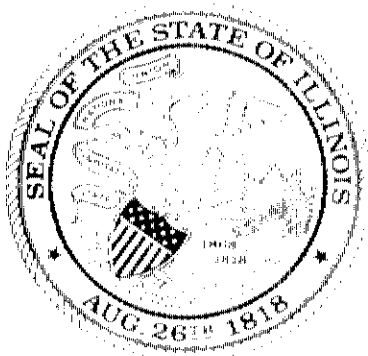
To all to whom these Presents Shall Come, Greeting:

I, George H. Ryan, Secretary of State of the State of Illinois,

do hereby certify that

ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION WERE FILED IN THIS OFFICE SEPTEMBER 21, 1993 CHANGING CORPORATE NAME FROM BROKERAGE SYSTEMS, INC. TO ROLFE & NOLAN (USA) INC. *****

In Testimony Whereof, *I hereto set my hand and cause to be affixed the Great Seal of the State of Illinois this* _____ *12TH*
day of _____ **OCTOBER** _____ *A.D., 19* **93**



George H Ryan

SECRETARY OF STATE