

State of Idaho

Department of State

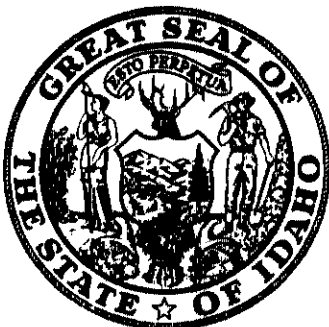
AMENDED CERTIFICATE OF AUTHORITY OF

SMITH BARNEY, HARRIS UPHAM & CO. INCORPORATED

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of SMITH BARNEY, HARRIS UPHAM & CO. INCORPORATED 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 SMITH BARNEY SHEARSON INC. to transact business in this State under the name SMITH BARNEY SHEARSON INC. and attach hereto a duplicate original of the Application for such Amended Certificate.

Dated: November 12, 1993



Pete T. Cenarrusa
SECRETARY OF STATE

By *[Signature]*

APPLICATION FOR AMENDED CERTIFICATE OF AUTHORITY

To the Secretary of State of the State of Idaho:

Nov 12 9 34 AM '93

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 June 8,
19 93, authorizing it to transact business in the State of Idaho under the name of SMITH BARNEY, HARRIS UPHAM & CO. INCORPORATED
2. Its corporate name has been changed to SMITH BARNEY SHEARSON 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 SMITH BARNEY SHEARSON 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 November 8, 1993

SMITH BARNEY SHEARSON INC.

(Corporation Name)

By

A. George Saks, Exec. V.P.
Its President/Vice President (please specify)

And

Joanne Pinou, Assistant Secretary
Its Secretary/Assistant Secretary (please specify)

STATE OF NEW YORK)
COUNTY OF NEW YORK) ss:

I, Ilga A. Shafy, a notary public, do hereby certify that on
this 8th day of November, 19 93, personally appeared before
me A. George Saks, who being by me first duly sworn, declared that (s)he
is the Executive Vice President of SMITH BARNEY SHEARSON INC.

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

Ilga A. Shafy

Notary Public

ILGA A. SHAFY
NOTARY PUBLIC, State of New York
No. 4797524

Qualified in Nassau County
Commission Expires December 31, 1993

Submit application and filing fee to:

Office of the Secretary of State
Division of Corporations
Statehouse, Room 203
Boise, Idaho 83720

Secretary of State use only

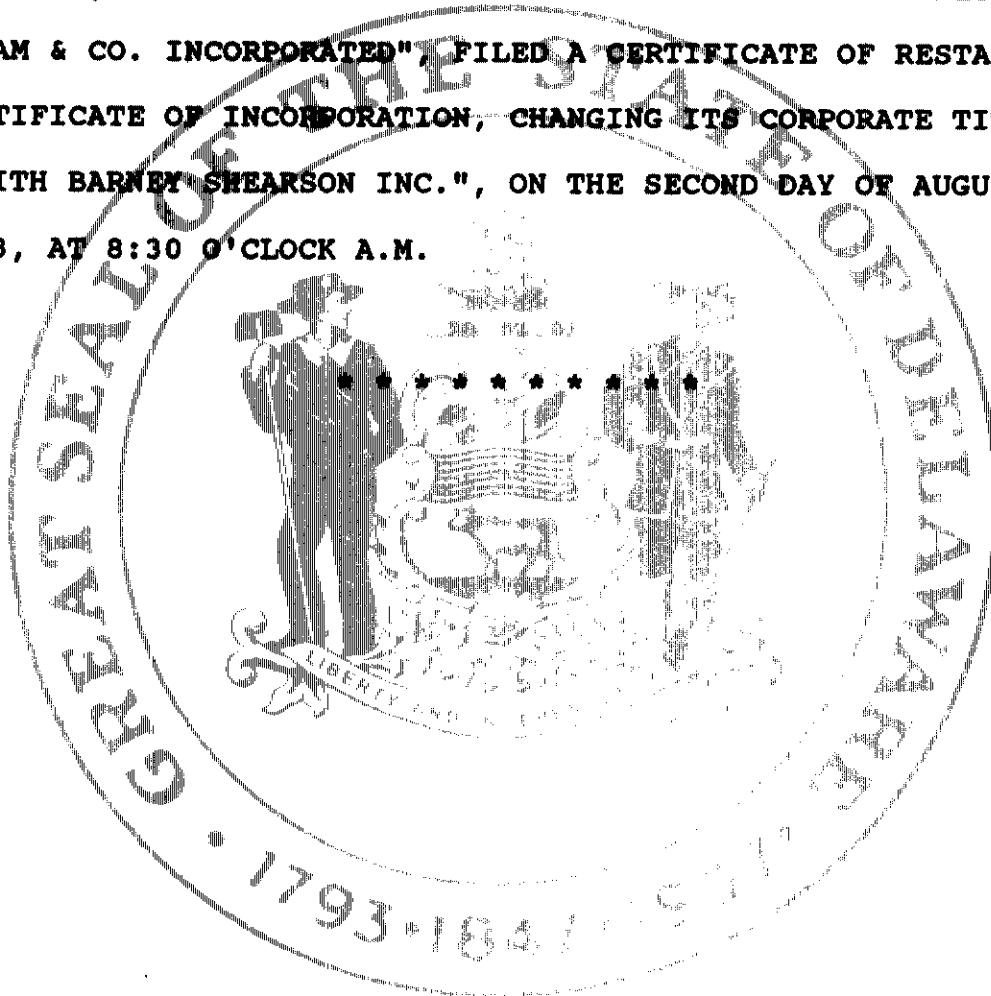
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Office of the Secretary of State

Nov 12 9 34 AM '93
SECRETARY OF STATE

I, WILLIAM T. QUILLEN, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE SAID "SMITH BARNEY, HARRIS UPHAM & CO. INCORPORATED", FILED A CERTIFICATE OF RESTATED CERTIFICATE OF INCORPORATION, CHANGING ITS CORPORATE TITLE TO "SMITH BARNEY SHEARSON INC.", ON THE SECOND DAY OF AUGUST, A.D. 1993, AT 8:30 O'CLOCK A.M.



William T. Quillen

William T. Quillen, Secretary of State

AUTHENTICATION:

DATE: *4130259

723307017

11/03/1993