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TALLAHASSEE, FLORIDA

CT CORPORATION SYSTEM

Requestor's Name
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Address
Tallahassee, FL 32301 222-1092
City State Zip Phone

500002955285--9
-11/24/97--01056--020
*****35.00 *****35.00

CORPORATION(S) NAME

Warburg Pincus Counsellors, Inc.
changing name to:

Warburg Pincus Asset Management, Inc.

- Profit
- NonProfit
- Limited Liability Co.
- Foreign
- Limited Partnership
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DIVISION OF CORPORATION

APPLICATION BY FOREIGN CORPORATION TO FILE AMENDMENT TO APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SECTION I (1-3 must be completed)

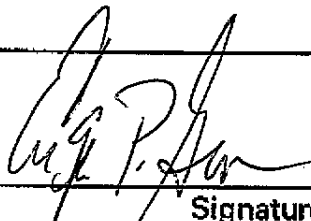
- 1. Warburg, Pincus Counsellors, Inc.
Name of corporation as it appears within the records of the Department of State.
- 2. Incorporated under laws of: Delaware
- 3. Date authorized to do business in Florida: November 24, 1975

SECTION II (4-7 complete only the applicable changes)

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TALLAHASSEE, FLORIDA

- 4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation?
October 14, 1997
- 5. Name of corporation after the amendment, adding suffix "corporation," "company," "incorporated," or appropriate abbreviation, if not contained in new name of the corporation:
Warburg Pincus Asset Management, Inc.
- 6. If the amendment changes the period of duration, indicate new period of duration.

- 7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.


 Eugene P. Grace
 Senior Vice President

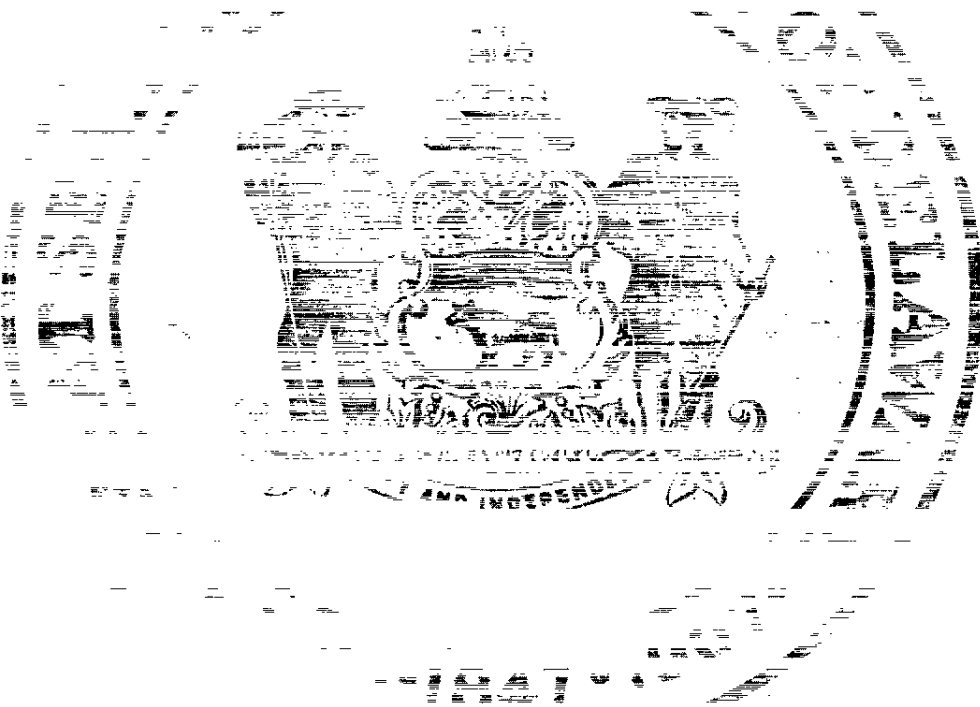
 Signature
 Name and Title

11/10/97

 Date

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE SAID "WARBURG, PINCUS COUNSELLORS, INC.", FILED A CERTIFICATE OF AMENDMENT, CHANGING ITS NAME TO "WARBURG PINCUS ASSET MANAGEMENT, INC.", THE FOURTEENTH DAY OF OCTOBER, A.D. 1997, AT 11:30 O'CLOCK A.M.



Edward J. Freel

Edward J. Freel, Secretary of State

0767826 8320

971386882

AUTHENTICATION:

8755060

DATE:

11-13-97