

F000000002751

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

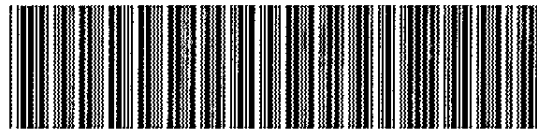
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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ALL INFORMATION CONTAINED
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MC
T. Lewis 1/22/03

Corporate Secretary's Office



NATIONAL
BANK
OF CANADA

Montreal, December 19, 2002

Ms. Thelma Lewis
Division of Corporations
Annual Return/Reinstatement Section
P.O. Box 6327
Tallahassee (Florida)
32314-6327
USA

Re: Putnam Lovell Group Inc.
FEI No. 94-3283346
Letter no. 602A00065537

Ms. Lewis:

Pursuant to your letter dated December 11, 2002 with respect to the above-captioned corporation, please find enclosed the following documents:

- Copy of your letter dated December 11, 2002;
- Application by Foreign Profit Corporation to file Amendment;
- Certificate of Amendment from the home state of Delaware;
- Certificate of Good Standing from the home state of Delaware.

Upon filing, we ask that you forward to the undersigned proof of filing for our files.

Do not hesitate to contact me at (514) 394-6654 if you require additional information.

Yours truly,

Katia Pietrunti
Paralegal

Encls.

National Bank Tower
600, rue de La Gauchetière Ouest
4th Floor

Montreal, Quebec H3B 4L2

I:\Secretariat\4630_1\FIL-ACT\FBN\Putnam Lovell NBF Group Inc\Correspondance\Let Thelma Lewis - Florida.doc
Telephone: (514) 394-6081



FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

December 11, 2002

KATIA PIETRUNTI
NATIONAL BANK OF CANADA
600 DE LA GAUCHETIERE ST. W., 4TH FLOOR
MONTREAL, QUEBEC, CANADA, H3B4L-2

SUBJECT: PUTNAM LOVELL GROUP INC.
Ref. Number: F00000002751

We have received your document for PUTNAM LOVELL GROUP INC. and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

An original, duly authenticated certificate from the state of incorporation/organization evidencing the amendment, must be submitted with the application. The certificate must have been issued within the past 90 days.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6905.

Thelma Lewis
Document Specialist Supervisor

Letter Number: 602A00065537

21-150 58 04

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

F00000002751

(Document number of corporation (if known))

FILED
03 JAN 22 PM 4:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. PUTNAM LOVELL GROUP INC.

(Name of corporation as it appears on the records of the Department of State)

2. Delaware

(Incorporated under laws of)

3. 05/16/2000

(Date authorized to do business in Florida)

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? October 3rd, 2002

5. PUTNAM LOVELL NBF GROUP INC.

(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)

6. If the amendment changes the period of duration, indicate new period of duration.

N/A

(New duration)

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

N/A

(New jurisdiction)

Ava Wolfe
(Signature of the chairman or vice chairman of the board, president, or any officer, or if the corporation is in the hands of a receiver, trustee, or other court-appointed fiduciary, by that fiduciary)

AVA WOLFE

(Typed or printed name)

November 1st, 2002

(Date)

Assistant Secretary

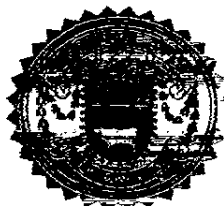
(Title)

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "PUTNAM LOVELL GROUP INC.", CHANGING ITS NAME FROM "PUTNAM LOVELL GROUP INC." TO "PUTNAM LOVELL NBF GROUP INC.", FILED IN THIS OFFICE ON THE THIRD DAY OF OCTOBER, A.D. 2002, AT 9 O'CLOCK A.M.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

2784564 8100

AUTHENTICATION: 2153019

020776579

DATE: 12-17-02

**CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
PUTNAM LOVELL GROUP INC.**

The undersigned, being the Secretary of Putnam Lovell Group Inc., a corporation organized and existing under the laws of the State of Delaware, on behalf of said corporation, hereby certifies as follows:

1. The name of the corporation (hereinafter the "Corporation") is Putnam Lovell Group Inc.

2. The Corporation's Certificate of Incorporation was filed on August 13, 1997.

3. Articles First and Fourth of the Certificate of Incorporation of the Corporation as in effect on the date hereof is hereby amended to read as set forth below:

FIRST: The name of the corporation is "Putnam Lovell NBF Group Inc." (the "Corporation").

FOURTH: The total number of shares of stock that the Corporation is authorized to issue is 500,000 shares, par value \$ 0.01 per share, all of which shares are designated as a single class of Common Stock.

4. The said Amended Certificate of Incorporation was duly adopted in accordance with the provisions of Sections 228 and 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, I have executed this Certificate as of the 30th day of September, 2002.

Putnam Lovell Group Inc.

By: /s/Kenneth Paterson
Name: Kenneth Paterson
Title: Secretary