CT CORPORATION SYSTEM

CORPORATION(S) NAME M01000001335

E&Y Corporate Finance LLC changing name to:

Ernst & Young Corporate Finance LLC

700004564727--1
08/30/01--01015--034
****55.00 ****55.00

() Profit () Nonprofit	(✓) Amendment	() Merger
() Foreign	() Dissolution/Withdrawal () Reinstatement	() Mark
() Limited Partnership () LLC	() Annual Report () Name Registration () Fictitious Name	() Other () Change of RA () UCC
(x) Certified Copy	() Photocopies	() CUS
() Call When Ready (x) Walk In () Mail Out	() Call If Problem () Will Wait	() After 4:30 (x) Pick Up

RECEIVED
01 AUG 30 PM 1:09
DIVISION OF CORPORATION

01 AUG 30 AM 8:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED AND FILED

2001 AUG 30 PM 2:49
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TO ACKNOWLEDGE SUFFICIENCY OF FILING

Name: 8/30/01 Order#: 4761683
Availability ______
Document NB
Examiner ______ Ref#: ______
Updater ______
Verifier ______
W.P. Verifier ______ Amount: $ ______

8/31/01

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY TO FILE AMENDMENT TO APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

SECTION I (1-3 must be completed)

1. Name of limited liability company as it appears on the records of the Florida Department of State: E&Y Corporate Finance LLC
2. Jurisdiction of its organization: Delaware
3. Date authorized to do business in Florida: June 13, 2001

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

4. If the amendment changes the name of the limited liability company, when was the change effected under the laws of its jurisdiction of organization? August 9, 2001
5. New name of the limited liability company: Ernst & Young Corporate Finance LLC
6. If the amendment changes the period of duration, indicate new period of duration: __________
7. If the amendment changes the jurisdiction of organization, indicate new jurisdiction: __________
8. If the amendment corrects any false statement, indicate the statement being corrected and the correction: __________
9. Attached is an original certificate, no more than 90 days old, evidencing the aforementioned amendment(s), duly authenticated by the official having custody of records in the jurisdiction under the law of which this entity is organized.

Signature of a member or the authorized representative of a member

Douglas M. Galin for Ernst & Young U.S. LLP, Member
Typed or printed name of signee

Filing Fee: $25.00

FL007 - 1/21/2000 C T System Online

01 AUG 30 AM 8:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED AND FILED

State of Delaware

Office of the Secretary of 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 "E&Y CORPORATE FINANCE LLC", CHANGING ITS NAME FROM "E&Y CORPORATE FINANCE LLC" TO "ERNST & YOUNG CORPORATE FINANCE LLC", FILED IN THIS OFFICE ON THE NINTH DAY OF AUGUST, A.D. 2001, AT 4:30 O'CLOCK P.M.

APPROVED AND FILED
01 AUG 30 AM 8:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

3272852 8100

010428957

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1320752

DATE: 08-29-01

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 04:30 PM 08/09/2001
010390245 - 3272852

CERTIFICATE OF AMENDMENT
OF
E&Y CORPORATE FINANCE LLC

E&Y Corporate Finance LLC, a limited liability company organized under the Delaware Limited Liability Company Act (6 Del. Code § 18-101 et. seq.) (the "Act"), for the purpose of amending its Certificate of Formation pursuant to Section 18-202 of the Act, hereby certifies that:

1. Item 1 of the Certificate of Formation of the limited liability company is hereby amended as follows:

"The name of the limited liability company is: Ernst & Young Corporate Finance LLC."

2. This Certificate of Amendment shall be effective upon filing.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Amendment of E&Y Corporate Finance LLC this 8th day of August 2001.

APPROVED AND FILED
01 AUG 30 AM 8:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ERNST & YOUNG U.S. LLP

By: ______________________
Thomas L. Riesenberg
Authorized Person