

P10829

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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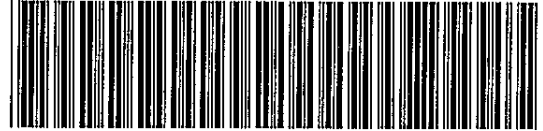
(Business Entity Name)

(Document Number)

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
05 JUN 27 PM 3:47

Game Change

07/06/05

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**McKenna Long
& Aldridge** LLP
Attorneys at Law

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CAROL I. MCEWEN
(404) 527-4666

EMAIL ADDRESS
cmcewen@mckennalong.com

June 24, 2005

By Federal Express

Florida Secretary of State
Amendment Section
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

Re: SunTrust Investment Services, Inc., a Georgia corporation
Application for Amended Certificate of Authority

Ladies and Gentlemen:

Enclosed for filing are an original and a conformed copy of an Application for Amended Authority to Transact Business for SunTrust Securities, Inc., which has changed its corporate name to SunTrust Investment Services, Inc. Also enclosed is a certified copy of a Certificate of Name Change Amendment from the Georgia Secretary of State and a check in the amount of \$52.50 payable to Florida Secretary of State in payment of the applicable fees for filing, Certificate of Status and certified copy.

Please file the Application and return a certified copy of the filed documents and Certificate of Status to us upon completion of processing. If there are any questions, please contact me at the address and telephone number above. Thank you for your assistance.

Sincerely,



Carol I. McEwen
Paralegal

Enclosures

cc: David K. Brown, Esq.

TRANSMITTAL LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: SunTrust Securities, Inc.

(Name of corporation)

DOCUMENT NUMBER: P10829

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Carol I. McEwen

(Name of person)

McKenna Long & Aldridge LLP

(Name of firm/company)

303 Peachtree Street, Suite 5300

(Address)

Atlanta, GA 30308

(City/state and zip code)

For further information concerning this matter, please call:

Carol I. McEwen

(Name of person)

at (404) 527-4666

(Area code & daytime telephone number)

Enclosed is a check for the following amount:

☐

\$35.00 Filing Fee

☐

\$43.75 Filing Fee &
Certificate of Status

☐

\$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed)

☒

\$52.50 Filing Fee,
Certificate of Status &
Certified Copy
(Additional copy is
enclosed)

Mailing Address:

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:

Amendment Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

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)

P10829

(Document number of corporation (if known))

1. SunTrust Securities, Inc.

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

2. Georgia

(Incorporated under laws of)

3. 07/21/1986

(Date authorized to do business in Florida)

FILED
05 JUN 27 2005
3:47
SECRETARY OF STATE
DIVISION OF CORPORATIONS

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? 06/01/2005

5. SunTrust Investment Services, 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)

(If new name is unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

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)

Paul C. Field
(Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

Paul C. Field

(Typed or printed name of person signing)

June 23, 2005
(Date)

Group Vice President

(Title of person signing)

**Secretary of State
Corporations Division
315 West Tower
#2 Martin Luther King, Jr. Dr.
Atlanta, Georgia 30334-1530**

DOCKET NUMBER : 051710587
CONTROL NUMBER : J604276
DATE INC/AUTH/FILED: 11/27/1985
JURISDICTION : GEORGIA
PRINT DATE : 06/20/2005
FORM NUMBER : 215

MCKENNA LONG & ALDRIDGE
CAROL MCEWEN
303 PEACHTREE ST STE 5300
ATLANTA, GA 30308

CERTIFIED COPY

I, Cathy Cox, the Secretary of State of the State of Georgia, do hereby certify under the seal of my office that the attached documents are true and correct copies of documents filed under the name of

**SUNTRUST INVESTMENT SERVICES, INC.
A DOMESTIC PROFIT CORPORATION**

Said entity was formed in the jurisdiction set forth above and has filed in the Office of Secretary of State on the date set forth above its certificate of limited partnership, articles of incorporation, articles of association, articles of organization or application for certificate of authority to transact business in Georgia.

This certificate is issued pursuant to Title 14 of the Official Code of Georgia Annotated and is prima-facie evidence of the existence or nonexistence of the facts stated herein.



Cathy Cox

Cathy Cox
Secretary of State

Secretary of State
Corporations Division
315 West Tower
#2 Martin Luther King, Jr. Dr.
Atlanta, Georgia 30334-1530

DOCKET NUMBER : 051441232
CONTROL NUMBER: J604276
EFFECTIVE DATE: 06/01/2005
REFERENCE : 0045
PRINT DATE : 06/01/2005
FORM NUMBER : 611

TINA LEWIS
SUNTRUST BANKS, INC.
303 PEACHTREE ST., STE. 3600
ATLANTA, GA 30308

CERTIFICATE OF NAME CHANGE AMENDMENT

I, Cathy Cox, the Secretary of State and the Corporations Commissioner of the State of Georgia, do hereby certify under the seal of my office that

SUNTRUST SECURITIES, INC.
A DOMESTIC PROFIT CORPORATION

has filed articles of amendment in the Office of the Secretary of State changing its name to

SUNTRUST INVESTMENT SERVICES, INC.

and has paid the required fees as provided by Title 14 of the Official Code of Georgia Annotated. Attached hereto is a true and correct copy of said articles of amendment.

WITNESS my hand and official seal in the City of Atlanta and the State of Georgia on the date set forth above.



Cathy Cox
Secretary of State

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
SUNTRUST SECURITIES, INC.

J-604276

I.

The name of the Corporation is SunTrust Securities, Inc.

II.

The Articles of Incorporation shall be amended by deleting Article I in its entirety and substituting the following therefor:

"ARTICLE I.
NAME

The name of the corporation is SUNTRUST INVESTMENT SERVICES, INC. "

All other provisions of the Articles of Incorporation shall remain in full force and effect.

III.

This Amendment was duly approved and adopted by the Corporation's Board of Directors in accordance with the provisions of Section 14-2-1002 of the Georgia Business Corporation Code. Pursuant to Section 14-2-1002, shareholder approval was not required.

IV.

This Amendment shall be effective at 12:01 a.m. EST on June 1, 2005

IN WITNESS WHEREOF, the Corporation has caused these Articles of Amendment to be executed by its duly authorized officer as of the 24 day of May, 2005.

SUNTRUST SECURITIES, INC.

By: Peter Bielan
Peter Bielan, President

CONFIDENTIAL DIVISION
2005 MAY 24 P 1:24
SECRETARY OF STATE

**UNANIMOUS WRITTEN CONSENT OF
THE BOARD OF DIRECTORS OF
SUNTRUST SECURITIES, INC.
IN LIEU OF A MEETING**

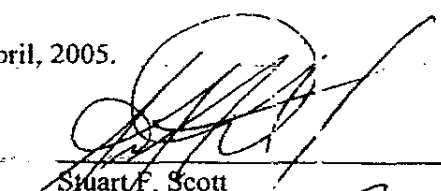
The undersigned, being all the Directors of SunTrust Securities, Inc. (the "Corporation"), by signing hereunder do hereby unanimously consent to and adopt the following resolutions as the action of the Board of Directors of the Corporation in lieu of a meeting, and hereby direct that this written consent to such actions be filed with the minutes of the proceedings of the Board of Directors of the Corporation:

BE IT RESOLVED, that effective May 31, 2005, the name of SunTrust Securities, Inc. shall be changed to SunTrust Investment Services, Inc.

BE IT RESOLVED, that the Secretary of the Corporation is empowered to execute whatever additional documents shall be required to effect this change with the State of Georgia and any other jurisdiction in which this Corporation is doing business.

This consent shall have the same force and effect as the unanimous vote of the Board of Directors in favor of the above actions at a meeting duly convened. This consent may be executed in multiple counterparts.

Consented to as of the 22nd day of April, 2005.


Peter G. Bielek
F. David Good
David C. Prince
Charles F. Wright
Stuart F. Scott
Mario J. Conti
James Kelly Ardrey
Stephen Agner