

F02000002083

Florida Department of State
Division of Corporations
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05 MAR 16 PM 3:56
DIVISION OF CORPORATIONS

BASIC AMENDMENT

ONE GROUP DEALER SERVICES, INC.

Certificate of Status	0
Certified Copy	0
Page Count	03
Estimated Charge	\$35.00

FILED
05 MAR 16 AM 9:20
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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For Amended
3/17/05

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)

F02000062083

(Document number of corporation (if known))

1. One Group Dealer Services, Inc.
(Name of corporation as it appears on the records of the Department of State)
2. Delaware 3. 4/25/02
(Incorporated under laws of) (Date authorized to do business in Florida)

FILED
05 MAR 16 AM 8:21
SECRETARY OF STATE
TALLAHASSEE, 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? 2/19/05

5. JP Morgan Distribution 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)

Nancy E. Fields
(Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

Nancy E. Fields

(Typed or printed name of person signing)

3/8/2005
(Date)

Vice President

(Title of person signing)

Delaware

PAGE 1

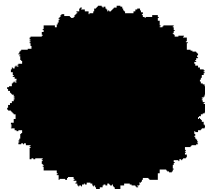
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE SAID "ONE GROUP DEALER SERVICES, INC.", FILED A CERTIFICATE OF AMENDMENT, CHANGING ITS NAME TO "JPMORGAN DISTRIBUTION SERVICES, INC.", THE EIGHTEENTH DAY OF FEBRUARY, A.D. 2005, AT 12:39 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF AMENDMENT IS THE NINETEENTH DAY OF FEBRUARY, A.D. 2005, AT 12:01 O'CLOCK A.M.

3115946 8320

050146123

*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3698965

DATE: 02-22-05