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

1. Wood Struthers & Winthrop Management Corp.

SECTION I (1-3 must be completed)

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: December 31, 1975

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 27, 1999

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

DLJ Asset Management Group, Inc.

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

No Change

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

Signature

Name and Title

10/29/99

Date

Martin Jaffe, Chief_Operating Officer

(FLA. - 2251 - 3719/93) CT SYSTEM

State of Delaware Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE SAID "WOOD, STRUTHERS & WINTHROP MANAGEMENT CORP.", FILED A CERTIFICATE OF AMENDMENT, CHANGING ITS NAME TO "DLJ ASSET MANAGEMENT GROUP, INC.", THE TWENTY-SEVENTH DAY_OF OCTOBER, A.D. 1999, AT 11:30 O'CLOCK A.M.



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Edward J. Freel, Secretary of State

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