

838910

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP     WAIT     MAIL

(Business Entity Name)

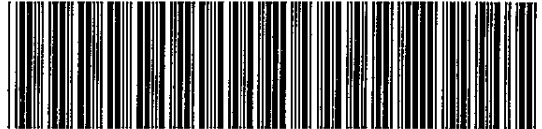
(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

*Melissa D. Richardson  
gave authority to correct  
file date & effective  
date. 1-12-04 ad*

Office Use Only



700025923127

01/07/04--01045--002 \*\*35.00

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

04 JAN -7 PM 12:24

FILED

*ad 1-10-04*

---

## FAEGRE & BENSON LLP

---

2200 WELLS FARGO CENTER, 90 SOUTH SEVENTH STREET  
MINNEAPOLIS, MINNESOTA 55402-3901  
TELEPHONE 612.766.7000  
FACSIMILE 612.766.1600  
www.faegre.com

MELISSA D. RICHASON  
Mrichason@faegre.com  
612.766.6916

January 2, 2004

**Via Federal Express**

Florida Department of State  
Registration Section  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32399

Re: Application for Amended Certificate of Authority

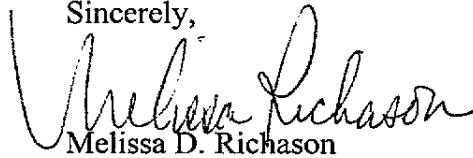
Dear Ladies and Gentlemen:

Enclosed for filing please find an Application for Amended Certificate of Authority for U.S. Bancorp Piper Jaffray Inc. A check in the amount of \$35.00 for expedited and/or filing fees is also enclosed.

Please return proof of filing to my attention via regular mail.

Please call me at (612) 766-6916 if you have any questions or if for any reason the name reservation cannot be filed immediately.

Sincerely,



Melissa D. Richason  
Paralegal

MDR:ricmd

Enclosures

cc: John W. Geelan (w/o enclosures)

M1:1054344.01

**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)**

838910  
\_\_\_\_\_  
(Document number of corporation (if known))

FILED  
04 JAN - 7 PM 12: 24  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

1. U.S. Bancorp Piper Jaffray, Inc.  
\_\_\_\_\_  
(Name of corporation as it appears on the records of the Department of State)

2. Delaware (Incorporated under laws of) 3. 08/09/1977 (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? 12-30-03; EFFECTIVE 12-31-03.

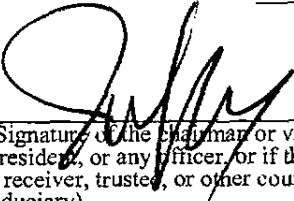
5. Piper Jaffray & Co.  
\_\_\_\_\_  
(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)

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

\_\_\_\_\_  
(New duration)

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

\_\_\_\_\_  
(New jurisdiction)

  
\_\_\_\_\_  
(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)

James L. Chosy  
\_\_\_\_\_  
(Typed or printed name)

December 18, 2003  
\_\_\_\_\_  
(Date)

Secretary  
\_\_\_\_\_  
(Title)

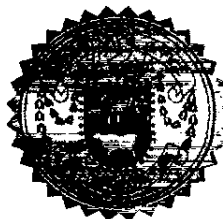
# Delaware

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 "U.S. BANCORP PIPER JAFFRAY INC.", CHANGING ITS NAME FROM "U.S. BANCORP PIPER JAFFRAY INC." TO "PIPER JAFFRAY & CO.", FILED IN THIS OFFICE ON THE THIRTIETH DAY OF DECEMBER, A.D. 2003, AT 5:42 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF AMENDMENT IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2003, AT 5:01 O'CLOCK P.M.



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

0722312 8100

AUTHENTICATION: 2848793

040004379

DATE: 01-05-04

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 05:42 PM 12/30/2003  
FILED 05:42 PM 12/30/2003  
SRV 030844431 - 0722312 FILE

**CERTIFICATE OF AMENDMENT OF  
CERTIFICATE OF INCORPORATION OF  
U.S. BANCORP PIPER JAFFRAY INC.**

U.S. Bancorp Piper Jaffray Inc., a corporation duly organized and existing under the laws of the State of Delaware (the "Corporation"), does hereby certify that:

1. The amendment to the Corporation's Certificate of Incorporation set forth below was duly adopted in accordance with the provisions of Section 242 and has been consented to in writing by the stockholders, in accordance with Section 228 of the General Corporation Law of the State of Delaware.

2. Article I of the Corporation's Certificate of Incorporation is amended to read in its entirety as follows:

**"ARTICLE I**

**The name of this Corporation is Piper Jaffray & Co."**

3. This Certificate of Amendment of the Certificate of Incorporation shall be effective at 5:01 PM Eastern Standard Time on December 31, 2003.

**IN WITNESS WHEREOF, U.S. Bancorp Piper Jaffray Inc. has caused this Certificate of Amendment to be executed by James L. Chosy, its authorized officer, on this 30<sup>th</sup> day of December, 2003.**

  
James L. Chosy, Secretary

01:107296.01