

838957



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 592731 4320754

AUTHORIZATION :

Patricia Pizzuti

COST LIMIT : \$ 35.00

FILED
97 NOV 19 PM 1:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : November 6, 1997

ORDER TIME : 9:49 AM

ORDER NO. : 592731-060

CUSTOMER NO: 4320754

*Name
Change
Amended*

CUSTOMER: Miriam Katz, Legal Asst
Oppenheimer & Co., Inc.
200 Liberty Street, 33rd Floor
World Financial Center
New York, NY 10281

800002351598--6

FOREIGN FILINGS

NAME: OPPENHEIMER & CO., INC.

XX PROFIT
NON-PROFIT

XX CORPORATE
LIMITED PARTNERSHIP

XXXX AMENDMENT

Name
Availability

1004
11/19/97

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

Examiner

XX CERTIFIED COPY
XX PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

Verifier

CONTACT PERSON: *Deborah Schroder*

W.P. Verifier

RECEIVED
97 NOV 19 AM 10:37
DIVISION OF CORPORATION

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.)

FILED
97 NOV 19 PM 1:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SECTION I

(1-3 must be completed)

1. Oppenheimer & Co., Inc.
Name of corporation as it appears on the records of the Department of State.
2. Delaware
Incorporated under the laws of
3. August 16 1977
Date authorized to do business in Florida

SECTION II

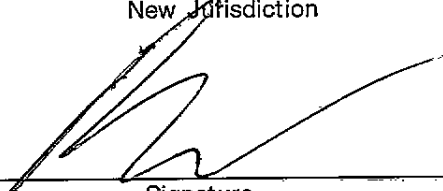
(4-7 complete only the applicable changes)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? November 3, 1997
5. CIBC Oppenheimer Corp.
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
Robert I. Kleinberg
Typed or printed name

November 10, 1997
Date
Secretary
Title

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE CERTIFICATE OF MERGER, WHICH MERGES:

"CIBC WOOD GUNDY SECURITIES CORP.", A NEW YORK CORPORATION,
"OPPENHEIMER HOLDINGS, INC.", A DELAWARE CORPORATION,
WITH AND INTO "OPPENHEIMER & CO., INC." UNDER THE NAME OF
"CIBC OPPENHEIMER CORP.", A CORPORATION ORGANIZED AND EXISTING
UNDER THE LAWS OF THE STATE OF DELAWARE, WAS RECEIVED AND FILED
IN THIS OFFICE THE THIRD DAY OF NOVEMBER, A.D. 1997, AT 12:30
O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID
CORPORATION SHALL BE GOVERNED BY THE LAWS OF THE STATE OF
DELAWARE.



Edward J. Freel

Edward J. Freel, Secretary of State

0722726 8330

AUTHENTICATION:

8764325

971393716

DATE:

11-18-97