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Amendment

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C T CORPORATION SYSTEM

Associated with The Corporation Trust Company
1633 BROADWAY, NEW YORK, N.Y. 10019 • (212) 664-1665
TELEX: 98-8090

March 11, 1985

Secretary of State
Corporate Records Bureau
Division of Corporations
Department of State
P. O. Box 6327
Tallahassee, Florida 32314

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Gentlemen:

RE: PRUDENTIAL-BACHE SECURITIES INC.

AB 94960-9

Pursuant to the instructions of counsel, we enclose the following for filing on behalf of the above corporation, which is authorized to do business in your state:

Certified copy of Restated Certificate of Incorporation

Please forward the usual evidence of filing to this office. Check in payment of the required fees is enclosed.

Very truly yours,

C T CORPORATION SYSTEM

Bonnie Campbell

Bonnie Campbell
Service Division

BC/mg

Enc.

COUNSEL: Law Department
Prudential-Bache Securities Inc.
100 Gold Street
New York, N.Y. 10038
Att: James J. Rizzo, Atty.

INSTRUCTIONS:

Name	
Availability	3 SPECIAL
Document Examiner	AD/14
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Updater	
Verifier	
Acknowledgment	
W. P. Verifier	

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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State of Delaware

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Office of Secretary of State

I, MICHAEL HARKINS, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF RESTATED CERTIFICATE OF INCORPORATION OF PRUDENTIAL-BACHE SECURITIES INC. FILED IN THIS OFFICE ON THE TWENTY-FIRST DAY OF FEBRUARY, A.D. 1985, AT 10 O'CLOCK A.M.

Michael Harkins
Michael Harkins, Secretary of State

AUTHENTICATION: 10450777

DATE: 03/05/1985

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PRIIDENTIAL-BACHE SECURITIES INC.

RESTATED

CERTIFICATE OF INCORPORATION

As amended through February 21, 1985

RESTATED CERTIFICATE OF INCORPORATION
OF
PRUDENTIAL-BACHE SECURITIES INC.

PRUDENTIAL-BACHE SECURITIES INC., a corporation organized and existing under the laws of the State of Delaware, HEREBY CERTIFIES AS FOLLOWS:

FIRST: That (i) the name of the Corporation is Prudential-Bache Securities Inc., (ii) the name under which the Corporation was originally incorporated was "Pru Holdings Inc.," (iii) such incorporation was effected by the filing of a Certificate of Incorporation with the Secretary of State on March 19, 1981, and (iv) the Certificate of Incorporation was most recently restated and filed with the Secretary of State of the State of Delaware on October 28, 1982 (the "Former Restated Certificate of Incorporation").

SECOND: That this Restated Certificate of Incorporation restates and integrates and further amends the Former Restated Certificate of Incorporation by striking out the present Article VIII and substituting a new Article VIII as set forth below.

THIRD: That the text of the Former Restated Certificate of Incorporation as amended or supplemented heretofore is further amended hereby to read as herein set forth in full:

ARTICLE I

NAME

The name of the Corporation is Prudential-Bache Securities Inc.

ARTICLE II

REGISTERED OFFICE AND REGISTERED AGENT

The address of the registered office of the Corporation in the State of Delaware is Corporation Trust Center, 1209 Orange Street in the City of Wilmington, County of New Castle. The name of the Corporation's registered agent at such registered office is The Corporation Trust Company.

ARTICLE III

CORPORATE PURPOSES AND POWERS

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

ARTICLE IV

CAPITAL STOCK

SECTION 1. Shares, Class and Series Authorized. The number of shares of capital stock which the Corporation shall have authority to issue is 2,000 shares of common stock of the par value of \$1 each (hereinafter called "Common Stock"), and 1,000 shares of preferred stock of the par value of \$1 each (hereinafter called "Preferred Stock").

SECTION 2. Preferences and Rights of the Classes of Capital Stock. The preferences and relative, participating, optional or other special rights, and qualifications, limitations or restrictions thereof, of the capital stock are as follows:

(a) Except to the extent, if any, that a resolution of the Board of Directors establishing a series of Preferred Stock gives voting powers to the

shares of such series, all voting powers shall be in the Common Stock and the holders of Common Stock shall be entitled to one vote per share.

(b) No shares of capital stock shall have any preemptive or other rights to purchase additional shares of capital stock of any class or series or of any securities convertible into any such shares.

(c) The Preferred Stock may be issued from time to time in one or more series with such designation for each such series as shall be stated and expressed in the resolution or resolutions of the Board of Directors providing for the issue of such series. The Board of Directors in any such resolution or resolutions is expressly authorized to state and express for each such series:

(i) The voting powers, if any, of the holders of stock of such series:

(ii) The rate per annum and the times at and conditions upon which the holders of stock of such series shall be entitled to receive dividends, and whether such dividends shall be cumulative or noncumulative and if cumulative the terms upon which such dividends shall be cumulative;

(iii) The price or prices and the time or times at and the manner in which the stock of such series shall be redeemable;

(iv) The rights to which the holders of stock of such series shall be entitled upon any voluntary or involuntary liquidation, dissolution or winding up of the Corporation;

(v) The terms, if any, upon which the stock of such series shall be convertible into, or exchangeable for, stock of any other class or classes or of any other series of the same or any other class or classes, including the price or prices or the rate or rates of conversion or exchange and the terms of adjustment, if any; and

(vi) Any other preferences and relative, participating, optional or other special rights, and qualifications, limitations or restrictions thereof, in so far as they are not inconsistent with the provisions of the Certificate of Incorporation, as restated, and to the full extent now or hereafter permitted by the laws of the State of Delaware.

(d) All shares of Preferred Stock of any one series shall be identical to each other in all respects, except that shares of any one series issued at different times may differ as to the dates from which dividends thereon, if cumulative, shall be cumulative.

(e) While any Preferred Stock is outstanding, no dividend shall be paid or declared and no distributions shall be made on the Common Stock, other than a dividend payable in Common Stock, unless (i) all dividends on the Preferred Stock accrued for all past quarterly or longer specified dividend periods and for the current quarterly or longer specified dividend period shall have been paid or declared and provided for and (ii) all past sinking fund payments, if any, due with respect to all series of the Preferred Stock shall have been complied with. Subject to the foregoing, such dividends and distributions as may be determined by the Board of Directors may be declared and paid or distributed on the Common Stock from time to time, but only out of surplus and only if the value of the assets of the Corporation remaining after such payment or distribution is at least equal to the aggregate of its debts and liabilities, including capital.

(f) In the event of any liquidation, dissolution or winding up of the Corporation, the holders of Preferred Stock shall be entitled to receive out of the assets of the Corporation, remaining after paying or providing for all liabilities, before any distribution or payment shall be made to the holders of

Common Stock, the amount or amounts fixed for each outstanding series of Preferred Stock in the resolution or resolutions of the Board of Directors establishing such series, and all remaining assets shall be distributed pro rata among the holders of Common Stock.

ARTICLE V

RIGHT OF CORPORATION TO PURCHASE SHARES OF COMMON STOCK
FROM HOLDERS THEREOF

SECTION 1. When Rights Arise. All shares of Common Stock shall be held subject to the conditions and restrictions set forth in this Certificate of Incorporation, the provisions of which shall apply equally to original holders and to transferees, and each holder of Common Stock by acceptance of a stock certificate therefor agrees with the Corporation and with each other holder of Common Stock, in consideration of such agreement by each such other holder, to such conditions and restrictions, including the following:

(a) In the event any holder who is required to be approved by the constitution or rules of the New York² Stock Exchange, Inc. or any other securities exchange, board of trade, commodities exchange, clearing corporation or association, or similar institution on which the Corporation has membership privileges (collectively referred to as the "Exchange") fails or ceases to be so approved, the Corporation shall have the right and option to purchase such number of shares of Common Stock from such holder as is necessary to reduce the number of shares of voting stock owned by such holder to one share below the level requiring such approval, such right of purchase to be for a period of 45 days from the date on which the Corporation first

becomes aware of the fact that such holder has failed or ceased to be so approved.

(b) In the event that any parent of the Corporation within the meaning of the constitution and rules of the Exchange fails or ceases to satisfy the requirements of such constitution or rules with respect to a parent, the Corporation shall have the right and option to purchase such number of shares of Common Stock from such parent as is necessary to reduce the number of shares of voting stock owned by such parent below the level which enables such parent to exercise a controlling influence over the management or policies of the Corporation, such right of purchase to be for a period of 45 days from the date on which the Corporation was advised that such parent ceased to satisfy such constitution or rules.

(c) In the event that any holder required to be approved by the constitution and rules of the Exchange proposes to sell or otherwise dispose of his shares of Common Stock, such holder shall notify the Corporation in writing to that effect, stating the number of shares proposed to be sold or otherwise disposed of, the name of the proposed purchaser or transferee, and the proposed sale price; and the Corporation shall have the right and option for 10 days after such notice to purchase all or any part of the shares so proposed to be sold, or if such holder fails to give such notice, the Corporation shall have the same right of purchase exercisable against the transferee for 10 days after it first is aware of any such sale of shares by such beneficial owner.

SECTION 2. Consideration to be Paid and Method of Exercising the Corporation's Right to Purchase. The consideration to be paid for shares of

Common Stock and the method of exercising any right or option to purchase such shares pursuant to Article V shall be determined by the Board of Directors. Any dispute concerning the consideration for the Common Stock or method of exercising the right to purchase the Common Stock shall be submitted for arbitration to the New York Stock Exchange, Inc.

ARTICLE VI

POWERS OF BOARD OF DIRECTORS

In furtherance and not in limitation of the powers conferred by statute, the Board of Directors of the Corporation is expressly authorized:

(a) Except as otherwise provided in the bylaws of the Corporation adopted by the incorporators, stockholders or Board of Directors, to make, alter, amend or repeal the bylaws of the Corporation. Any bylaw made by the incorporators, stockholders or Board of Directors may be altered, amended or repealed by the holders of Common Stock at any annual meeting or at any special meeting called for the purpose, but only upon obtaining the vote provided for in the bylaws.

(b) To authorize and cause to be executed mortgages and liens upon the real and personal property of the Corporation.

(c) To determine the use and disposition of any surplus and net profits of the Corporation, including the required amount of working capital, and to set apart out of any of the funds of the Corporation, whether or not available for dividends, such reserve or reserves as is deemed necessary for any proper purpose and to reduce or abolish any such reserve.

(d) To designate, by resolution passed by a majority of the whole Board of Directors, one or more committees consisting of two or

more directors, which, to the extent provided in the resolution designating the committee or in the bylaws, shall have and may exercise the powers of the Board in the management of the business and affairs of the Corporation and may authorize the seal of the Corporation to be affixed to all papers which may require it; and to designate, by resolution passed by a majority of the whole Board, one or more committees consisting of one or more directors and one or more persons who are not directors, which shall have such advisory functions as the Board may determine. Such committee or committees shall have such name or names as may be provided in the bylaws or as may be determined from time to time by resolution of the Board of Directors.

(e) To adopt pension, profit sharing or retirement plans or arrangements. No such plan, which is not at the time of adoption unreasonable or unfair, shall be invalidated or in any way affected because any director shall be a beneficiary thereunder or shall vote for any plan under which he may benefit.

(f) To exercise, in addition to the powers and authorities hereinbefore or by law conferred upon it, any such powers and authorities and do all such acts and things as may be exercised or done by the Corporation, subject, nevertheless, to the provisions of the laws of the State of Delaware and of this Certificate of Incorporation and to the bylaws.

ARTICLE VII

ELECTION OF DIRECTORS

Elections of directors need not be by written ballot unless the bylaws of the Corporation shall so provide.

ARTICLE VIII

INDEMNIFICATION OF DIRECTORS, OFFICERS AND EMPLOYEES

(a) The Corporation may indemnify any person, made a party to an action by or in the right of the Corporation to procure a judgment in its favor, by reason of the fact that he, his testator or intestate, is or was a director, officer or employee of the Corporation, against the reasonable expenses, including attorneys' fees, actually and necessarily incurred by him in connection with the defense of such action, or in connection with an appeal therein, except in relation to matters as to which such director, officer or employee is adjudged to have breached his duty to the Corporation, provided, however, that such indemnification shall in no case include amounts paid in settling or otherwise disposing of a threatened action or a pending action with or without court approval, or expenses incurred in defending a threatened action or a pending action which is settled or otherwise disposed of without court approval.

(b) In cases other than those involving actions or proceedings by or in the right of the Corporation to procure judgment in its own name, the Corporation shall indemnify and hold harmless any director, officer or employee of the Corporation, or the estate of any such person, from and against any action or proceeding, claim, loss, liability, cost or reasonable expenses, including counsel fees, arising out of any action undertaken by such person in any capacity, including but not limited to that of director, officer, employee,

agent, counsel or general or limited partner on behalf of (1) the Corporation, (2) a subsidiary or affiliated corporation of the Corporation, (3) an entity in which any such corporation has served or serves as a partner, general or limited, or (4) a registered investment company of which the Corporation is a manager, administrator, distributor or sponsor, provided that he has acted in good faith and for a purpose which he reasonably believed to be in the best interests of any of the entities referred to in (1) to (4) of this paragraph, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any civil or criminal action or proceeding by judgment, settlement, conviction or upon a plea of nolo contendere, or its equivalent, shall not in itself create a presumption that any such director, officer or employee did not act, in good faith, for a purpose which he reasonably believed to be in the best interests of the entities referred to in (1) to (4) of this paragraph or that he had reasonable cause to believe that his conduct was unlawful.

(c) A person who has been wholly successful, on the merits or otherwise, in the defense of a civil or criminal action or proceeding of the character described in paragraph (a) or (b) above shall be entitled to indemnification as authorized in such paragraphs. Except as provided in the preceding sentence, any indemnification under paragraph (a) above, unless ordered by a court, shall be made by the Corporation, if authorized in the specific case:

(1) By the Board of Directors acting by a quorum consisting of directors who are not parties to such action or proceeding upon a finding that the director, officer or employee has met the standard of conduct set forth in paragraph (a) above, or

(2) If such a quorum is not obtainable with due diligence:

(A) By the Board of Directors upon the opinion in writing of independent legal counsel that indemnification is proper in the circumstances because the applicable standard of conduct set forth in such paragraph has been met by such director, officer or employee, or

(B) By the holders of Common Stock upon a finding that the director, officer or employee has met the applicable standard of conduct set forth in such paragraph.

Except as provided in the first sentence of this paragraph, any indemnification under paragraph (b) above, unless ordered by a court, shall be made by the Corporation, if authorized in the specific case by the President or General Counsel of the Corporation upon a determination that the director, officer or employee has met the applicable standard of conduct set forth in paragraph (b) above.

(d) Expenses incurred in defending a civil or criminal action or proceeding may be paid by the Corporation in advance of the final disposition of such action or proceeding if authorized in accordance with paragraph (c), subject to repayment to the Corporation in case the person receiving such advancement is ultimately found, under the procedure set forth in this Article VIII, not to be entitled to indemnification or, where indemnification is granted, to the extent the expenses so advanced by the Corporation exceed the indemnification to which he is entitled.

(e) Nothing in this Article VIII shall affect the right of any person to be awarded indemnification, or during the pendency of litigation an allowance of expenses, by a court in accordance with Law.

ARTICLE IX

COMPROMISE OR ARRANGEMENT BETWEEN CORPORATION AND ITS
CREDITORS OF STOCKHOLDERS

Whenever a compromise or arrangement is proposed between this Corporation and its creditors or any class of them and/or between this Corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of this Corporation or of any creditor or stockholder thereof, or on the application of any receiver or receivers appointed for this Corporation under the provisions of Section 291 of Title 8 of the Delaware Code or on the application of trustees in dissolution or of any receiver or receivers appointed for this Corporation under the provision of Section 279 of Title 8 of the Delaware Code, order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this Corporation, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this Corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of this Corporation as a consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all stockholders or class of stockholders, of this Corporation, as the case may be, and also on this Corporation.

FOURTH: That the Restated Certificate of Incorporation was duly adopted by the written consent of the majority stockholder in accordance with the applicable provisions of Sections 228, 242 and 245 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, said Prudential-Bache Securities Inc. has caused this certificate to be signed by Michael Kiey, its First Vice President, and attested by James J. Rizzo, its Assistant Secretary, this 19th day of February, 1985.

PRUDENTIAL-BACHE SECURITIES INC.

By /s/ MICHAEL KIEY
First Vice President

ATTEST:

By /s/ JAMES J. RIZZO
Assistant Secretary

The undersigned, duly qualified and acting (Assistant) Secretary of Prudential-Bache Securities Inc., a Delaware corporation, hereby certifies that the foregoing is a true and correct copy of the Restated Certificate of Incorporation of said corporation.

Dated:
.....
(Assistant) Secretary