

851308

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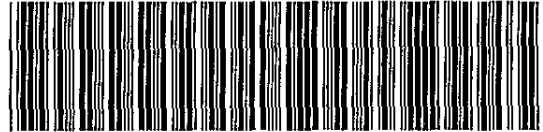
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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RECEIVED
03 JUL -3 PM 12:44
TALLAHASSEE, FLORIDA

FILED
2003 JUL -3 PM 2:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

N.C.

C. Coulllette JUL 03 2003



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032
REFERENCE : 152605 4304756
AUTHORIZATION : *Patricia Pizutto*
COST LIMIT : \$ 52.50

ORDER DATE : June 30, 2003
ORDER TIME : 10:09 AM
ORDER NO. : 152605-045
CUSTOMER NO: 4304756
CUSTOMER: Mr. Robert Porcelli
Bingham Mccutchen Llp
150 Federal Street
Boston, MA 02110

FOREIGN FILINGS

NAME: PRUDENTIAL SECURITIES
INCORPORATED

XX PROFIT

XX CORPORATE

XXXX AMENDMENT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Norma Hull -- EXT# 1115

EXAMINER: _____

SECTION I
(1-3 MUST BE COMPLETED)

(Document number of corporation (if known))

1. Prudential Securities Incorporated
(Name of corporation as it appears on the records of the Department of State)
2. Delaware 3. 12/16/1981
(Incorporated under laws of) (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? July 1, 2003
5. Prudential Equity Group, 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)
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)
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TALLAHASSEE, FLORIDA

Paul Walden
(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)

Paul Waldman

(Typed or printed name)

(Date)

Assistant Secretary

(Title)

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CLERK OF STATE
TALLAHASSEE, FLORIDA

Delaware

PAGE 1

The First State

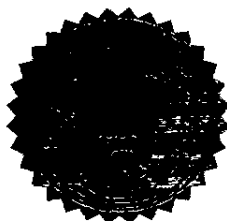
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE SAID "PRUDENTIAL SECURITIES INCORPORATED", FILED A CERTIFICATE OF AMENDMENT, CHANGING ITS NAME TO "PRUDENTIAL EQUITY GROUP, INC.", THE FIRST DAY OF JULY, A.D. 2003, AT 1:10 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "PRUDENTIAL SECURITIES INCORPORATED" WAS INCORPORATED ON THE NINETEENTH DAY OF MARCH, A.D. 1981.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE NOT HAVING BEEN CANCELLED OR DISSOLVED SO FAR AS THE RECORDS OF THIS OFFICE SHOW AND IS DULY AUTHORIZED TO TRANSACT BUSINESS.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

0910487 8320

AUTHENTICATION: 2507523

030436613

DATE: 07-02-03