

F000000002659

Florida Department of State
Division of Corporations
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TALLAHASSEE, FLORIDA

COR AMND/RESTATE/CORRECT OR O/D RESIGN

ALLIANCE CAPITAL MANAGEMENT CORPORATION

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DIVISION OF CORPORATIONS

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12/21/06

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)

P00000002659

(Document number of corporation (if known))

1. ALLIANCE CAPITAL MANAGEMENT CORPORATION

(Name of corporation as it appears on the records of the Department of State)

2. Delaware

(Incorporated under laws of)

3. 05/11/2000

(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? 02/21/2006

5. AllianceBernstein Corporation

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

(If new name is unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

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 a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

Adam R. Spilka
(Typed or printed name of person signing)
Secretary

(Title of person signing)

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE SAID "ALLIANCE CAPITAL MANAGEMENT CORPORATION", FILED A CERTIFICATE OF AMENDMENT, CHANGING ITS NAME TO "ALLIANCEBERNSTEIN CORPORATION", THE TWENTY-FIRST DAY OF FEBRUARY, A.D. 2006, AT 3:15 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF AMENDMENT IS THE TWENTY-FOURTH DAY OF FEBRUARY, A.D. 2006, AT 4 O'CLOCK P.M.



2272830 8320

061163919

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5292872

DATE: 12-19-06