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SECKETARY OF STATE
PALLAHASSEE, FLORIB

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COVER LETTER

Division of Corporations		
SUBJECT: PUTNAM LOVELL NBF GROUP Name	INC.	
Name Name	e of Corporation	
DOCUMENT NUMBER:		
The enclosed Amendment and fee are subr	mitted for filing.	
Please return all correspondence concerning	ng this matter to the following:	
FRANCINE MARION		
Name of Contact Person		
NATIONAL BANK OF CANADA		
Firm/Company		
600 de la Gauchetière St West, 27th Floor		
Address		
Montreal, Québec, Canada, H3B 4L2		
City/State and Zip Code		
francine.marion@bnc.ca		
E-mail address: (to be used for future and	nual report notification)	
For further information concerning this ma	atter, please call:	
Francine Marion	at () Area Code & Daytime Telephone Number	
Name of Contact Person	Area Code & Daytime Telephone Number	
Enclosed is a check for the following amor	unt:	
\$35.00 Filing Fee X \$43.75 Filing Fee Certificate of State	& \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed) \$52.50 Filing Fee, Certificate of Status & Certified Copy (Additional copy is enclosed)	
Mailing Address:	Street Address:	
Amendment Section Division of Corporations	Amendment Section Division of Corporations	
P.O. Box 6327 Clifton Building		
Tallahassee, FL 32314	2661 Executive Center Circle	

Tallahassee, FL 32301

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.)

	ECTION I T BE COMPLETED)
(Document numb	per of corporation (if known)
1 PUTNAM LOVELL NBF GROUP INC.	
(Name of corporation as it appea	rs on the records of the Department of State)
2 DELAWARE	May 16 2000
(Incorporated under laws of)	3. May 16, 2000 (Date authorized to do business in Florida)
	ECTION II Y THE APPLICABLE CHANGES)
4. If the amendment changes the name of the corporation its jurisdiction of incorporation? January 16, 2008	tion, when was the change effected under the laws of
5. NATIONAL BANK OF CANADA FINANCIAL GROUP IN (Name of corporation after the amendment, adding appropriate abbreviation, if not contained in new	suffix "corporation," "company," or "incorporated," or
(If new name is unavailable in Florida, enter alterna business in Florida)	ite corporate name adopted for the purpose of transacting
6. If the amendment changes the period of duration, in	ndicate new period of duration.
(N	New duration)
7. If the amendment changes the jurisdiction of incorp	poration, indicate new jurisdiction.
(Ne	ew jurisdiction)
having custody of corporate records in the jurisdict	port, evidencing the amendment, authenticated not more than bepartment of State, by the Secretary of State or other official ion under the laws of which it is incorporated. The state of the officer - if in the hands of the state of the st
of a receiver or other cou Rosalie Laperrière-Dumas	rt appointed fiduciary, by that fiduciary) Assistant Corporate Secretary
(Typed or printed name of person signing)	(Title of person signing)

Page 1



I, JEFFREY W. BULLOCK, 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 "NATIONAL BANC FINANCIAL GROUP INC.", CHANGING ITS NAME FROM "NATIONAL BANC FINANCIAL GROUP INC." TO "NATIONAL BANK OF CANADA FINANCIAL GROUP INC.", FILED IN THIS OFFICE ON THE SIXTEENTH DAY OF JANUARY, A.D. 2008, AT 11:07 O'CLOCK A.M.

Authentication: 201826880

Date: 02-12-16

2784564 8100 SR# 20160708926

State of Delaware Secretary of State Division of Corporations Delivered 11:19 AM 01/16/2008 FILED 11:07 AM 01/16/2008 SRV 080049630 - 2784564 FILE

CERTIFICATE OF AMENDMENT OF

CERTIFICATE OF INCORPORATION NATIONAL BANC FINANCIAL GROUP INC.

The undersigned, being the Secretary of National Banc Financial Group Inc., a corporation organized and existing under the laws of the State of Delaware, on behalf of the said corporation, hereby certifies as follows:

- 1. The name of the corporation (hereinafter the "Corporation") is National Banc Financial Group Inc.
 - 2. The Corporation's Certificate of Incorporation was filed on August 13, 1997.
- 3. Article First of the amended Certificate of Incorporation of the Corporation as in effect on the date hereof is hereby amended to read as set forth below:

FIRST: The name of the Corporation is "National Bank of Canada Financial Group Inc." (the "Corporation").

4. The said Amended Certificate of Incorporation was duly adopted in accordance with the provisions of Section 228 and 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, I have executed this Certificate as of the 1474 day of January, 2008.

NATIONAL BANC FINANCIAL GROUP INC.

Julia Mercier

Assistant Secretary

Page 1



I, JEFFREY W. BULLOCK, 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 "PUTNAM LOVELL NBF GROUP INC.", CHANGING ITS NAME FROM "PUTNAM LOVELL NBF GROUP INC." TO "NATIONAL BANC FINANCIAL GROUP INC.", FILED IN THIS OFFICE ON THE TWENTY-THIRD DAY OF JULY, A.D. 2007, AT 3:58

Authentication: 201826881

Date: 02-12-16

State of Delaware Secretary of State Division of Corporations Delivered 04:04 PM 07/23/2007 FILED 03:58 PM 07/23/2007 SRV 070842197 - 2784564 FILE

OF CERTIFICATE OF AMENDMENT OF CERTIFICATE OF INCORPORATION PUTNAM LOVELL NBF GROUP INC.

The undersigned, being the Secretary of Putnam Lovell NBF Group Inc., a corporation organized and existing under the laws of the State of Delaware, on behalf of the said corporation, hereby certifies as follows:

- 1. The name of the corporation (hereinafter the "Corporation") is Putnam Lovell NBF Group Inc.
 - 2. The Corporation's Certificate of Incorporation was filed on August 15, 1997.
- 3. Article First of the amended Certificate of Incorporation of the Corporation as in effect on the date hereof is hereby amended to read as set forth below:

FIRST: The name of the Corporation is "National Banc Financial Group Inc." (the "Corporation").

4. The said Amended Certificate of Incorporation was duly adopted in accordance with the provisions of Section 228 and 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, I have executed this Certificate as of the 23 day of July, 2007.

PUTNAM LOVELL NBF GROUP INC.

Kenneth A. Paterson

Secretary