

F020000001602

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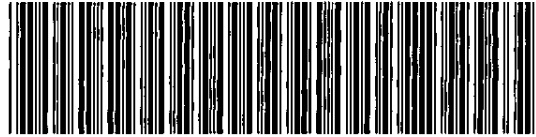
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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

Name chg
@ 5/20/08

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Sterne Agee Clearing, Inc., FKA Sterne Agee Capital Markets, Inc.
(Name of Corporation)

DOCUMENT NUMBER: F02000001602

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Belle Cauthen

(Name of Contact Person)

Sterne Agee Clearing, Inc.

(Firm/Company)

800 Shades Creek Parkway, Suite 550

(Address)

Birmingham, AL 35209

(City/State and Zip Code)

For further information concerning this matter, please call:

Belle Cauthen

(Name of Contact Person)

at (205) 380-1714

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:



\$35.00 Filing Fee



\$43.75 Filing Fee &
Certificate of Status



\$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:

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:

Amendment Section
Division of Corporations
Clifton Building
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.)

SECTION I
(1-3 MUST BE COMPLETED)

F02000001602

(Document number of corporation (if known))

1. Sterne Agee Capital Markets, Inc.

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

2. Delaware

(Incorporated under laws of)

3. 3/28/2002

(Date authorized to do business in Florida)

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
08 MAY 12 PM 2:17

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? 8/8/2007

5. Sterne Agee Clearing, 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)

(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)

8. Attached is a certificate or document of similar import, evidencing the amendment, authenticated not more than 90 days prior to delivery of the application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the laws of which it is incorporated.

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

Cheryl Witt

(Typed or printed name of person signing)

CFO

(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 THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "STERNE AGEE CAPITAL MARKETS, INC.", CHANGING ITS NAME FROM "STERNE AGEE CAPITAL MARKETS, INC." TO "STERNE AGEE CLEARING, INC.", FILED IN THIS OFFICE ON THE EIGHTH DAY OF AUGUST, A.D. 2007, AT 2:24 O'CLOCK P.M.



3478841 8100

080471979

You may verify this certificate online
at corp.delaware.gov/authver.shtml

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6550205

DATE: 04-25-08

State of Delaware
Secretary of State
Division of Corporations
Delivered 02:34 PM 08/08/2007
FILED 02:24 PM 08/08/2007
SRV 070902408 - 3478841 FILE

**CERTIFICATE OF AMENDMENT
TO
CERTIFICATE OF INCORPORATION
OF
STERNE AGEE CAPITAL MARKETS, INC.**

Sterne Agee Capital Markets, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Corporation"), does hereby certify as follows:

FIRST: That, the Board of Directors of the Corporation duly adopted resolutions setting forth a proposed amendment to the Certificate of Incorporation of the Corporation, declaring said amendment to be advisable, and referring such amendment to the stockholders of the Corporation for action thereon.

SECOND: That, the text of the proposed amendment is as follows:

The appropriate section of the Certificate of Incorporation of the Corporation is hereby deleted and the following is substituted in lieu thereof:

"The name of the Corporation is Sterne Agee Clearing, Inc."

THIRD: That, the stockholders of the Corporation have approved the foregoing amendment by vote of the necessary number of shares as required by the General Corporation Law of the State of Delaware.

FOURTH: That, said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, the Corporation has caused this Certificate to be signed as of the
31st day of July, 2007.

STERNE AGEE CAPITAL MARKETS, INC.

By: 

James S. Holbrook, Jr.
Its Chairman

481423.1