

FD4000002077

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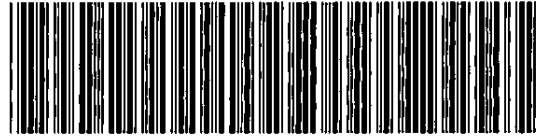
(Business Entity Name)

(Document Number)

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08 MAY 20 AM 10:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Name
changed 5/22
SD



FLORIDA DEPARTMENT OF STATE
Division of Corporations

April 16, 2008

WESTWIND PARTNERS (USA) INC.
c/o WESTWIND PARTNERS, INC.
70 YORK ST., 10TH FL, TORONTO,
ONTARIO, CANADA M5J 1S9,

SUBJECT: WESTWIND PARTNERS (USA) INC.
Ref. Number: F04000002077

We have received your document for WESTWIND PARTNERS (USA) INC. and check(s) totaling \$35.00. However, your check(s) and document are being returned for the following:

A certificate or a document of similar import evidencing the amendment must be submitted with the application. The certificate should be authenticated as of a date 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 the records in the jurisdiction under the laws of which it is incorporated, formed, or organized. A translation of the certificate, under oath or affirmation of the translator, must be attached to a certificate which is not in English.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6880.

Karen Gibson
Document Specialist Supervisor

Letter Number: 108A00022340

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)

F04000002077
(Document number of corporation (if known))

1. WESTWIND PARTNERS (USA) INC.
(Name of corporation as it appears on the records of the Department of State)
2. CANADA 3. APRIL 15, 2004
(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? JAN. 2, 2008

5. THOMAS WEISEL PARTNERS (USA) 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.

Keith R. Harris
(Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

KEITH R. HARRIS
(Typed or printed name of person signing)

C.F.O.
(Title of person signing)

FILED
MAY 20 10 30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Ministry of
Government Services

Ministère des
Services gouvernementaux

Ontario Corporation Number
Numéro de la société en Ontario

2029166

CERTIFICATE

This is to certify that these articles
are effective on

CERTIFICAT

Ceci certifie que les présents statuts
entrent en vigueur le

JANUARY 02 JANVIER, 2008

Director / Directrice

Business Corporations Act / Loi sur les sociétés par actions

Form 3
Business
Corporations
Act

Formule 3
Loi sur les
sociétés par
actions

**ARTICLES OF AMENDMENT
STATUTS DE MODIFICATION**

1. The name of the corporation is: (Set out in BLOCK CAPITAL LETTERS)
Dénomination sociale actuelle de la société (écrire en LETTRES MAJUSCULES SEULEMENT):

W	E	S	T	W	I	N	D		P	A	R	T	N	E	R	S		(	U	S	A	)		I	N	C	.	

2. The name of the corporation is changed to (if applicable): (Set out in BLOCK CAPITAL LETTERS)
Nouvelle dénomination sociale de la société (s'il y a lieu) (écrire en LETTRES MAJUSCULES SEULEMENT):

T	H	O	M	A	S		W	E	I	S	E	L		P	A	R	T	N	E	R	S		(	U	S	A	)		I
N	C	.																											

3. Date of incorporation/amalgamation:
Date de la constitution ou de la fusion:

2003-07-04

(Year, Month, Day)
(année, mois, jour)

4. Complete only if there is a change in the number of directors or the minimum / maximum number of directors.
Il faut remplir cette partie seulement si le nombre d'administrateurs ou si le nombre minimal ou maximal d'administrateurs a changé.

Number of directors is/are: or minimum and maximum number of directors is/are:
Nombre d'administrateurs: ou nombres minimum et maximum d'administrateurs:

Number or minimum and maximum
Nombre ou minimum et maximum

5. The articles of the corporation are amended as follows:
Les statuts de la société sont modifiés de la façon suivante:

By changing the name of the corporation to Thomas Weisel Partners (USA) Inc.

6. The amendment has been duly authorized as required by sections 168 and 170 (as applicable) of the *Business Corporations Act*.
La modification a été dûment autorisée conformément aux articles 168 et 170 (selon le cas) de la Loi sur les sociétés par actions.
7. The resolution authorizing the amendment was approved by the shareholders/directors (as applicable) of the corporation on
Les actionnaires ou les administrateurs (selon le cas) de la société ont approuvé la résolution autorisant la modification le

2008-Jan-02

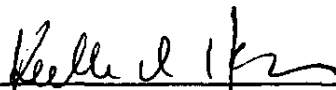
(Year, Month, Day)
(année, mois, jour)

These articles are signed in duplicate.
Les présents statuts sont signés en double exemplaire.

WESTWIND PARTNERS (USA) INC.

(Name of Corporation) (If the name is to be changed by these articles set out current name)
(Dénomination sociale de la société) (Si l'on demande un changement de nom, indiquer ci-dessus la dénomination sociale actuelle).

By/
Par:



(Signature)
(Signature)

CHIEF FINANCIAL OFFICER

(Description of Office)
(Fonction)