

F06000000414

Florida Department of State
Division of Corporations
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08 FEB 20 AM 8:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
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2008 FEB 20 AM 8:00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

OR AMND/RESTATE/CORRECT OR O/D RESIGN**MACQUARIE SECURITIES (USA) INC.**

Certificate of Status	0
Certified Copy	0
Page Count	03
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*N.C.***G. Goulette** FEB 21 2008

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)

FO6000000414

(Document number of corporation (if known))

08 FEB 20 AM 8:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

1. Macquarie Securities (USA) Inc.

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

2. Delaware

(Incorporated under laws of)

3. 02/01/2006

(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? 01/31/2008

5. Macquarie Capital (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.

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

Christine Rivera

(Typed or printed name of person signing)

Secretary

(Title of person signing)

State of Delaware
Secretary of State
Division of Corporations
Delivered 09:54 AM 01/31/2008
FILED 09:54 AM 01/31/2008
SRV 080103066 - 2382080 FILE

CERTIFICATE OF AMENDMENT
OF THE
CERTIFICATE OF INCORPORATION
OF
MACQUARIE SECURITIES (USA) INC.

Macquarie Securities (USA) Inc., a Delaware corporation (the "Corporation"),
desiring to amend its Certificate of Incorporation to change the name of the Corporation,
hereby certifies as follows:

FIRST: The name of the Corporation is Macquarie Securities (USA) Inc.

SECOND: Article FIRST of the Corporation's Certificate of Incorporation is hereby
amended to read in its entirety as follows:

FIRST: The name of the Corporation is Macquarie Capital (USA) Inc.

THIRD: The foregoing amendment of the Corporation's Certificate of Incorporation has
been duly adopted in accordance with Sections 242 and 228 of the General Corporation Law
of the State of Delaware.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment
to be executed by its duly authorized officer and certifies under penalties of perjury that the
statements in this Certificate of Amendment are true.

Date: January 31, 2008

MACQUARIE SECURITIES (USA) INC.

By /s/ Christine Rivera
Christine Rivera, Secretary