

F06000001156

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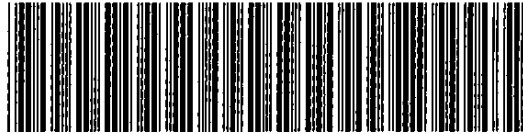
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07 DEC 19 AM 8:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

*NIC 12/24
98*

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: INVESCO Global Asset Management (N.A.), Inc.
(Name of Corporation)

DOCUMENT NUMBER: F06000001156

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Vera Johnson

(Name of Contact Person)

Invesco Institutional (N.A.), Inc.

(Firm/Company)

1360 Peachtree Street, Suite 100

(Address)

Atlanta, Georgia 30309

(City/State and Zip Code)

For further information concerning this matter, please call:

Vera Johnson

(Name of Contact Person)

at (404) 439-3407

(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)

F06000001156
(Document number of corporation (if known))

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. INVESCO Global Asset Management (N.A.), Inc.
(Name of corporation as it appears on the records of the Department of State)
2. Delaware (Incorporated under laws of)
3. 02/22/2006 (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? 12/11/2007

5. Invesco Global Asset Management (N.A.), 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.

Jeffrey H. Kupor
(Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

Jeffrey H. Kupor
(Typed or printed name of person signing)

Secretary
(Title of person signing)

Delaware

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The First State

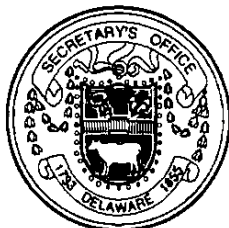
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "INVESCO GLOBAL ASSET MANAGEMENT (N.A.), INC.", FILED IN THIS OFFICE ON THE ELEVENTH DAY OF DECEMBER, A.D. 2007, AT 11:30 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

2720221 8100

071308819

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



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6231569

DATE: 12-12-07

State of Delaware
Secretary of State
Division of Corporations
Delivered 11:30 AM 12/11/2007
FILED 11:30 AM 12/11/2007
SRV 071308819 - 2720221 FILE

**CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
FOR
INVESCO GLOBAL ASSET MANAGEMENT (N.A.), INC.**

INVESCO Global Asset Management (N.A.), 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:**

FIRST: That at a meeting of the Board of Directors of INVESCO Global Asset Management (N.A.), Inc., resolutions were duly adopted setting forth a proposed amendment of the Certificate of Incorporation of said Corporation, declaring said amendment to be advisable and calling a meeting of stockholders of said Corporation for consideration thereof. The resolution setting forth the proposed amendment is as follows:

RESOLVED, that the Certificate of Incorporation of this Corporation be amended by changing the Article thereof numbered "Article 1" so that, as amended, said Article shall be and read in its entirety as follows:

The name of the Corporation is Invesco Global Asset Management (N.A.), Inc.

SECOND: That thereafter, on November 29, 2007, the stockholder of the Corporation adopted the proposed amendment by written consent in accordance with Section 228 of the General Corporation Law of the State of Delaware.

THIRD: 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, INVESCO Global Asset Management (N.A.), Inc. has caused this certificate to be signed by a duly authorized officer this 27th day of November, 2007.

INVESCO Global Asset Management (N.A.), Inc.



Jeffrey H. Kupof, Secretary