

F9200000404

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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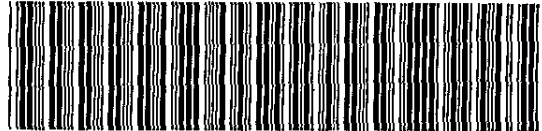
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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09/23/03--01063--002 **35.00

FILED

03 SEP 23 PM 2:45

SECRETARY OF STATE
TALLAHASSEE, FL 32301

9/26
11/11/03

TRANSMITTAL LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: BMO Nesbitt Burns Corp.
(Name of corporation)

DOCUMENT NUMBER: F92000000104

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Therese R. Umbs
(Name of person)

Harris Nesbitt Corp.
(Name of firm/company)

3 Times Square
(Address)

New York, New York 10036
(City/state and zip code)

For further information concerning this matter, please call:

Therese R. Umbs at (212) 605-1613
(Name of person) (Area code & daytime telephone number)

Enclosed is a check for the following amount:

- | | | | |
|--|---|--|---|
| <input checked="" type="checkbox"/> \$35.00 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee & Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed) | <input type="checkbox"/> \$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
409 E. Gaines Street
Tallahassee, FL 32399

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)

F92000000104

(Document number of corporation (if known))

1. BMO Nesbitt Burns Corp.
(Name of corporation as it appears on the records of the Department of State)

2. Delaware
(Incorporated under laws of)

3. November 4, 1992
(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? July 2, 2003

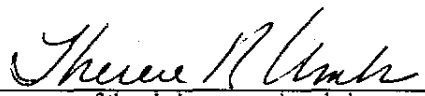
5. Harris Nesbitt Corp.
(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)

6. If the amendment changes the period of duration, indicate new period of duration.

NO CHANGE
(New duration)

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

NO CHANGE
(New jurisdiction)


(Signature of the chairman or vice chairman of the board, president, or any officer, or if the corporation is in the hands of a receiver, trustee, or other court-appointed fiduciary, by that fiduciary)

Therese R. Umbs

(Typed or printed name)

September 22, 2003
(Date)

Assistant Secretary

(Title)

FILED
03 SEP 23 PM 2:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

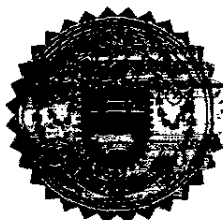
Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE SAID "BMO NESBITT BURNS CORP.", FILED A CERTIFICATE OF AMENDMENT, CHANGING ITS NAME TO "HARRIS NESBITT CORP.", THE SECOND DAY OF JULY, A.D. 2003, AT 4:12 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE NOT HAVING BEEN CANCELLED OR DISSOLVED SO FAR AS THE RECORDS OF THIS OFFICE SHOW AND IS DULY AUTHORIZED TO TRANSACT BUSINESS.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

0672409 8320

AUTHENTICATION: 2559545

030502131

DATE: 07-31-03

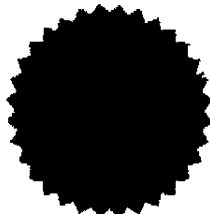
Delaware

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 "BMO NESBITT BURNS CORP.", CHANGING ITS NAME FROM "BMO NESBITT BURNS CORP." TO "HARRIS NESBITT CORP.", FILED IN THIS OFFICE ON THE SECOND DAY OF JULY, A.D. 2003, AT 4:12 O'CLOCK P.M.

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



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

0672409 8100

AUTHENTICATION: 2509502

030438828

DATE: 07-02-03

JUL. 2. 2003 3:35PM

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NO. 3959 P. 3/4

State of Delaware
Secretary of State
Division of Corporations
Delivered 04:19 PM 07/02/2003
FILED 04:12 PM 07/02/2003
SRV 030438828 - 0672409 FILE

**CERTIFICATE OF AMENDMENT
OF
AMENDED AND RESTATED CERTIFICATE OF INCORPORATION**

BMO NESEBITT BURNS CORP., a corporation (the "Corporation") organized and existing under and by virtue of the General Corporation Law of the State of Delaware,

DOES HEREBY CERTIFY:

FIRST: That the Board of Directors of the Corporation, by unanimous written consent, adopted a resolution proposing and declaring advisable that the Amended and Restated Certificate of Incorporation of the Corporation be amended as set forth below.

SECOND: That in lieu of a meeting and vote of stockholders, the sole stockholder has given its written consent to said amendment in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware.

THIRD: That the amendment changes **ARTICLE FIRST** of the Amended and Restated Certificate of Incorporation of the Corporation to read as follows:

"FIRST: The name of the Corporation is Harris Nesbitt Corp."

FOURTH: That the aforesaid amendment was duly adopted in accordance with the applicable provisions of Sections 242 and 228 of the General Corporation Law of the State of Delaware.

FIFTH: That this Certificate of Amendment of the Amended and Restated Certificate of Incorporation shall be effective on July 2, 2003.

IN WITNESS WHEREOF, said RMO NESBITT BURNS CORP. has caused this certificate to be signed by Michael G. Zeiss, its Secretary, this 2nd day of July 2003.

RMO NESBITT BURNS CORP.

By: Michael G. Zeiss
Name: Michael G. Zeiss
Title: Secretary