



F94000005533

ACCOUNT NO. : 072100000032

REFERENCE : 460579 4357720

AUTHORIZATION :

COST LIMIT : \$ 35.00

Patricia Pizut

ORDER DATE : July 14, 1997

ORDER TIME : 10:17 AM

ORDER NO. : 460579-005

CUSTOMER NO: 4357720

300002289623--S

CUSTOMER: Ms. Margaret L. Foulds
Blue Sky Mls
201 Rte. 17 / Ste. 300
The Meadows Complex
Rutherford, NJ 07070

FOREIGN FILINGS

NAME: TORONTO DOMINION SECURITIES
(USA), INC.

FILED
97 JUL 16 PM 3:59
SECRETARY OF STATE
TALLAHASSEE FLORIDA

XX PROFIT
 NON-PROFIT

XX CORPORATE
 LIMITED PARTNERSHIP

XXXX AMENDMENT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Warren Whittaker

1/16
For Name Change

97 JUL 16 11:37
DIVISION OF CORPORATION

SECTION I
(1-3 MUST BE COMPLETED)

FILED
97 JUL 16 PM 3:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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? 1/31/97

5. TD Securities (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.

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

Signature _____

Marc Baum

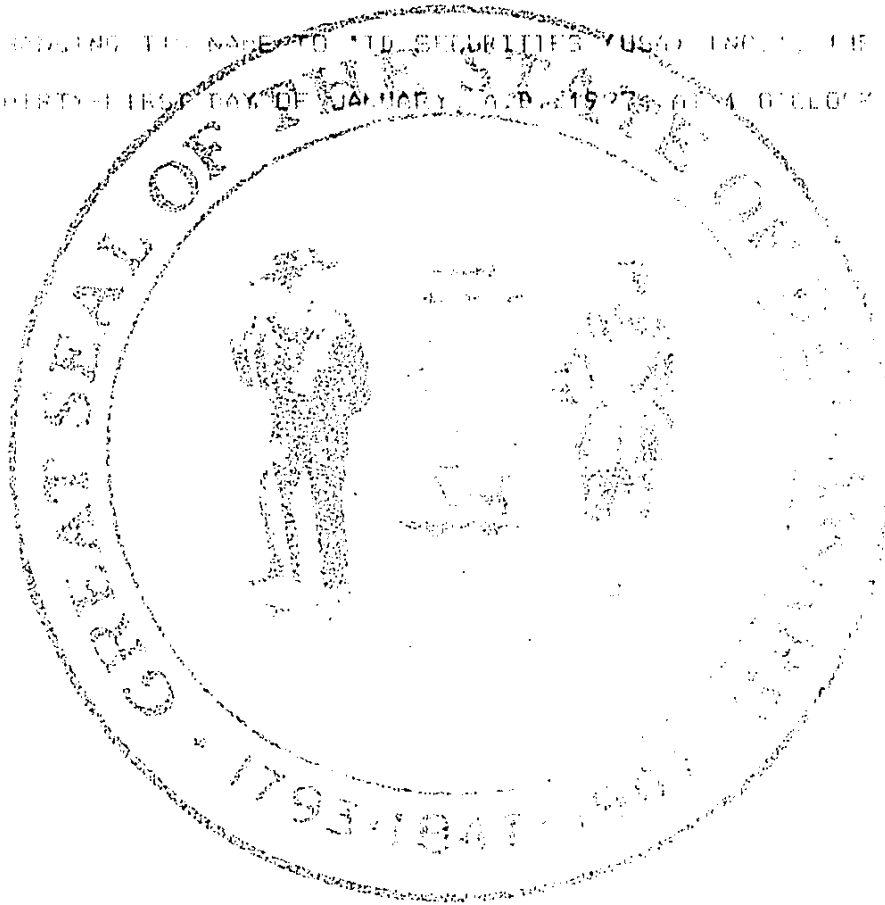
Typed or printed name

CCO

Tire

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF
DELAWARE, DO HEREBY CERTIFY THAT THE SAID "TORONTO DOMINION
SECURITIES (USA) INC.", FILED A CERTIFICATE OF AMENDMENT,
CHANGING THE NAME TO "TD SECURITIES (USA) INC.", THE
THIRTY-FIRST DAY OF JANUARY, A.D. 1976, AT 4 O'CLOCK P.M.



Edward J. Freel

Edward J. Freel, Secretary of State

226-3196-3520

AUTHENTICATION:

8/25/97

971230940

DATE:

07-14-97