



THE UNITED STATES
CORPORATION
COMPANY

F95000000414

ACCOUNT NO. : 072100000032

REFERENCE : 786367 4728366

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : April 17, 1998

ORDER TIME : 2:08 PM

ORDER NO. : 786367-045

CUSTOMER NO: 4728366

CUSTOMER: Mr. Joseph Funk
Kemper
Legal Dept C-3
1 Kemper Drive
Long Grove, IL 600490000

400002501734--0
-04/28/98--01002--013
*****35.00 *****35.00

FOREIGN FILINGS

NAME: KEMPER RISK MANAGEMENT
SERVICES, INC.

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: Janna Wilson

FILED
RECEIVED
98 APR 27 PM 4:01
98 APR 27 PM 3:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
DIVISION OF CORPORATION

4/28 JTW
Name
change



1 Kemper Drive
Long Grove, IL 60049-0001

847/320-2000

April 21, 1998

Secretary of State
Division of Corporations
Caller Service #1500
Tallahassee, FL 32302-1500

**RE: KEMPER RISK MANAGEMENT SERVICES, INC. NAME CHANGE TO
NATLSCO, INC.**

Please file the change of name on behalf of NATLSCO, Inc. This is the new name for Kemper Risk Management Services, Inc. The name change took place on March 30, 1998 in its home state of Delaware. The operations, officers, and directors have stayed the same.

If I can be of further help please feel free too contact at me at 847/320-3343.

Sincerely,

A handwritten signature in cursive script that reads "Joseph E. Funk".

Joseph E. Funk
Paralegal

Enc.

cc: T. A. Bondi, Corp. Legal, C-3

G:\CorporateLegal\Filedocs\JEFDOS\STATES\namechange\flori.doc

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.)

FILED
98 APR 27 PM 4:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SECTION I
(1-3 MUST BE COMPLETED)

1. Kemper Risk Management Services, Inc.
Name of corporation as it appears on the records of the Department of State.
2. Delaware
Incorporated under laws of
3. January 25, 1995
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? March 30, 1998
5. NATLSCO, 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.
- Perpetual
New Duration
7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.
- Delaware
New Jurisdiction


Signature

John K. Conway
Typed or printed name

April 20, 1998
Date

General Counsel and Secretary
Title

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, 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 "KEMPER RISK MANAGEMENT SERVICES, INC.", CHANGING ITS NAME FROM "KEMPER RISK MANAGEMENT SERVICES, INC." TO "NATLSCO, INC.", FILED IN THIS OFFICE ON THE THIRTIETH DAY OF MARCH, A.D. 1998, AT 9 O'CLOCK A.M.

2337131 8100

981152765



Edward J. Freel
Edward J. Freel, Secretary of State
9040741

AUTHENTICATION:

04-22-98

DATE:

**STATE OF DELAWARE
CERTIFICATE OF AMENDMENT
OF CERTIFICATE OF INCORPORATION**

Kemper Risk Management Services, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware.

DOES HEREBY CERTIFY:

FIRST: That at a meeting of the Board of Directors of Kemper Risk Management Services, 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 the stockholders of said corporation for consideration thereof. The resolution setting forth the proposed amendment is as follows:

RESOLVED, that the Certificate of Incorporation of Kemper Risk Management Services, Inc., a corporation organized and existing under the laws of the State of Delaware, shall be amended to change the name of the corporation to NATLSCO, Inc.

SECOND: That thereafter, pursuant to resolution of its Board of Directors, a special meeting of the stockholders of said corporation was duly called and held upon notice in accordance with Section 222 of the General Corporation Law of the State of Delaware at which meeting the necessary number of shares as required by statute were voted in favor of the amendment.

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.

FOURTH: That the capital of said corporation shall not be reduced under or by reason of said amendment.

IN WITNESS WHEREOF, said Kemper Risk Management Services, Inc. has caused this certificate to be signed by John K. Conway, an Authorized Officer, this 2nd day of January, 1998.

BY: 
John K. Conway, General Counsel
And Corporate Secretary