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ACCOUNT	NO.	:	072100000032
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REFERENCE : 786367 4728366

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : April 17, 1998

ORDER TIME: 2:08 PM

OMPANY

ORDER NO. : 786367-045

CUSTOMER NO: 4728366

CUSTOMER: Mr. Joseph Funk Kemper

Legal Dept C-3
1 Kemper Drive

Long Grove, IL 600490000

FOREIGN FILINGS

NAME: KEMPER RISK MANAGEMENT

SERVICES, INC.

XX PROFIT XX CORPORATE XX LIMITED PARTNERSHIP

XXXX AMENDMENT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY

PLAIN STAMPED COPY

CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson

400002501734--0 -04/28/98--01002--013\_

\*\*\*\*\*35.00 \*\*\*\*\*35.00

RECEIVED

6



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,

Joseph E. Funk

Paralegal

Enc.

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

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

## PROFIT CORPORATION

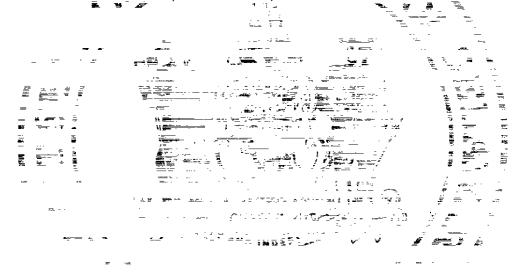
APPLICATION BY FOREIGN PROFIT OF APPLICATION FOR AUTHORIZATIO	ORPORATION IC	RUSINESS IN FLORIDA
APPLICATION FOR AUTHORIZATIO	s. 607.1504, F.S.)	SEC SEC
(Fursuant to	3. 007.1204, 1.0.7	8 8
·		APR 27 CRETAR LAHASS
SEC	CTION I	SF 27
(1-3 MUST	BE COMPLETED)	· · · · · · · · · · · · · · · · · · ·
		Me R M
		FLOR FLOR
. Kemper Risk Management Ser	vices. Inc.	<u></u>
Name of corporation as it appears	on the records of the Departm	nent of State.
•		
Delaware	3. Janua	ry 25, 1995
Incorporated under laws of	Date authori	zed to do business in Florida
•		
SE	CTION II	
(4-7 COMPLETE ONLY	THE APPLICABLE CHAN	GES)
		_
4. If the amendment changes the name of the corporati	on, when was the change	e effected under the laws of
its jurisdiction of incorporation? March 30	, 1998	
its jurisdiction of meorporation:		
NATLSCO, Inc.		
Name of corporation after the amendment, adding suffix "corp-	oration" "company" or "inco	rporated," or appropriate abbreviation, if not
contained in new name of the corporation.		
	diests now poriod of du	ration
6. If the amendment changes the period of duration, in	dicate new period or du	adon.
Perpetual	ew Duration	
-		
7. If the amendment changes the jurisdiction of incorp	oration, indicate new ju	risdiction.
Delaware		
Ne	w Jurisdiction	
0		10.00
Sucuray	April	1 20,1998
Signature	· · · · · · · · · · · · · · · · · · ·	Date
$(\ )$		
John K. Conway	General	Counsel and Secretary
Typed or printed name	<del>*</del>	Title

#### State of Delaware

PAGE

#### Office of the Secretary of State

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

AUTHENTICATION:

04-22-98

DATE:

981152765

STATE OF DELAWARE SECRETARY OF STATE DIVISION OF CORPORATIONS FILED 09:00 AM 03/30/1998 981122740 - 2337131

### 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 Delawere.

#### 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 theraof. 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.