



F96000001329

May 21, 1998

Division of Corporations  
Florida Department of State  
409 E. Gaines Street  
Tallahassee, FL 32314

500002534105--3  
-05/22/98-01129-003  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Re: Annual report for Discover Brokerage Direct, Inc.; FEIN: 94-3170569

Dear Division of Corporations,

Enclosed please find the following items:

- An "Application by Foreign Profit Corporation to File Amendment to Application For Authorization to Transact Business in Florida" to register Discover Brokerage Direct in the State of Florida.
- An original certificate from the State of California evidencing our name change to Discover Brokerage Direct.
- A check for \$35.00 for the filing of the above amendment.
- A copy of the letter instructing us to submit all of the above.

If you need any additional documents, or I can be of any additional assistance, please don't hesitate to call me at (415) 537-8632.

Very truly yours,

Autumn Kruse

NC  
026  
6/1

**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)**

**FILED**  
98 MAY 22 PM 12:20  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

1. Lombard Institutional Brokerage, Inc.  
Name of corporation as it appears on the records of the Department of State.
2. California 3. 2/14/96  
Incorporated under laws of 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? June 26, 1997
5. Discover Brokerage Direct, 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.
- n/a  
New Duration
7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.
- n/a  
New Jurisdiction

Mary Curran  
Signature

5/17/98  
Date

Mary Curran  
Typed or printed name

Assistant Secretary  
Title

# State of California

SECRETARY OF STATE



## CORPORATION DIVISION

I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That the annexed transcript was prepared by and in this office from the record on file, of which it purports to be a copy, and that it is full, true and correct.

IN WITNESS WHEREOF, I execute  
this certificate and affix the Great  
Seal of the State of California this

MAY 20 1998



*Bill Jones*

Secretary of State

1845272

A493982

FILED  
In the office of the Secretary of State  
of the State of California

JUN 26 1997

AMENDED AND RESTATED ARTICLES OF INCORPORATION

*Bill Jones*  
BILL JONES, Secretary of State

Stephen R. Miller and Mary Curran each hereby certify that:

1. They are the Chairman of the Board and Assistant Secretary, respectively, of Lombard Brokerage, Inc.
2. The articles of incorporation of the corporation are amended and restated to read as follows:

I.

The name of the corporation is Discover Brokerage Direct, Inc.

II.

The purpose of the corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of California, other than the banking business, the trust company business or the practice of a profession permitted to be incorporated by the California Corporations Code.

III.

The corporation is authorized to issue only one class of stock which shall be designated as Common Stock. The total number of shares of Common Stock which the corporation is authorized to issue is 100 shares.

IV.

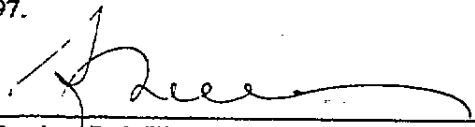
- (a) The liability of the directors of the corporation for monetary damages shall be eliminated to the fullest extent permissible under California law.
- (b) The corporation is authorized to indemnify the directors and officers of the corporation to the fullest extent permissible under California law.
- (c) The corporation is authorized to provide for the indemnification of agents (as defined in Section 317 of the General Corporation Law of the State of California) of the corporation, through bylaw provisions, agreements with agents, vote of shareholders or directors or otherwise, to the fullest extent permissible under California law.

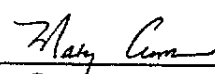
(d) Any repeal or modification of any of the foregoing provisions of this Article IV by the shareholders of the corporation shall not adversely affect any right or protection of any officer, director or agent of the corporation existing at the time of such repeal or modification.

3. The foregoing amendment and restatement of articles of incorporation has been duly approved by the Board of Directors.

4. The foregoing amendment and restatement of articles of incorporation has been duly approved by the required vote of shareholders of the corporation in accordance with Section 902 of the Corporations Code. The total number of outstanding shares of the corporation is one share of Class A Common Stock; no shares of Class B Common Stock are outstanding. The number of shares of Class A Common Stock voting in favor of the amendment and restatement equalled or exceeded the vote required. The percentage vote required was more than 50%.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this Certificate are true and correct of our knowledge. Executed in San Francisco, California on June 25, 1997.

  
\_\_\_\_\_  
Stephen R. Miller  
Chairman of the Board

  
\_\_\_\_\_  
Mary Curran  
Assistant Secretary

