

Document Number Only

F960000001329

C T CORPORATION SYSTEM

Requestor's Name  
660 East Jefferson Street

Address  
Tallahassee, FL 32301 (850)222-1092  
City State Zip Phone

000003041010--4  
-11/10/99--01051--007  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

CORPORATION(S) NAME

Discover Brokerage Direct, Inc. Name  
Change Amend

- Profit
- NonProfit
- Limited Liability Company
- Foreign
- Limited Partnership
- Reinstatement
- Limited Liability Partnership
- Certified Copy
- Call When Ready
- Walk In
- Mail Out
- Amendment
- Dissolution/Withdrawal
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- Reservation
- Photo Copies
- Call if Problem
- Will Wait
- Merger
- Other
- Change of R.A.
- Fictitious Name
- CUS
- After 4:30
- Pick Up

Amendment filed 11/10

Name	DR
Availability	11/12/99
Document Examiner	DR
Updater	DR
Verifier	
Acknowledgment	

11/10

FILED  
99 NOV 10 PM 1:45  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

RECEIVED  
99 NOV 10 AM 11:47  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA  
LAURA J. STANES

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FILED & STAMPED  
THAT OF  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
LAURA J. STANES

**APPLICATION BY FOREIGN CORPORATION TO FILE AMENDMENT TO  
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN  
FLORIDA**

FILED  
99 NOV 10 PM 1:46  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**SECTION I (1-3 must be completed)**

1. Discover Brokerage Direct, Inc.  
Name of corporation as it appears within the records of the Department of State.
2. Incorporated under laws of: California
3. Date authorized to do business in Florida: February 14, 1996

**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?

October 20, 1999

5. Name of corporation after the amendment, adding suffix "corporation," "company," "incorporated," or appropriate abbreviation, if not contained in new name of the corporation:

Morgan Stanley Dean Witter Online Inc.

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

N/A

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

N/A

Mary Curran 11/3/99  
Signature Date  
Name and Title  
Mary Curran, Assistant Secretary



04

## SECRETARY OF STATE

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

That the attached transcript of 2 page(s) 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 day of

OCT 27 1999



*Bill Jones*

Secretary of State

1845242

A0533121

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

**CERTIFICATE OF AMENDMENT  
OF  
AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF  
DISCOVER BROKERAGE DIRECT, INC.**

OCT 20 1999

*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 the Assistant Secretary, respectively, of Discover Brokerage Direct, Inc., a California corporation (the "Corporation").
2. Article I of the Amended and Restated Articles of Incorporation of the Corporation is amended to read as follows:

I.

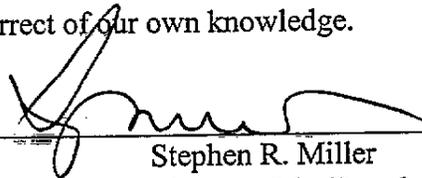
The name of the corporation is:

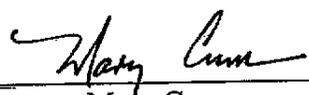
**Morgan Stanley Dean Witter Online Inc.**

3. The foregoing amendment of the Amended and Restated Articles of Incorporation of the Corporation (the "Amendment") has been duly approved by the Board of Directors of the Corporation.
4. The foregoing amendment of the Amended and Restated Articles of Incorporation of the Corporation has been duly approved by the required vote of shareholders in accordance with Section 902 of the California Corporations Code. The total number of outstanding shares of the Corporation is one hundred shares of Common Stock. Each outstanding share of Common Stock of the Corporation is entitled to vote with respect to the Amendment. Each outstanding share of Common Stock of the Corporation voted in favor of the Amendment. The number of shares voting in favor of the Amendment exceeded the vote required. The percentage vote required was a majority of the outstanding shares of Common Stock.

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 own knowledge.

DATE: October 13, 1999

  
Stephen R. Miller  
Chairman of the Board

  
Mary Curran  
Assistant Secretary

**MORGAN STANLEY DEAN WITTER**

101 California Street  
San Francisco, CA 94111  
415-693-6252  
415-693-7607 Fax

**STEPHEN R. MILLER**  
Executive Vice President  
Director, Western Division

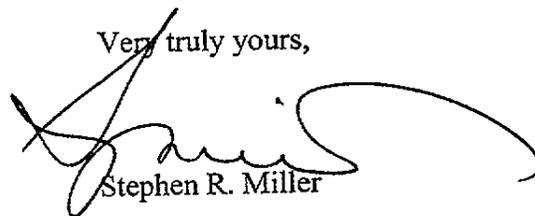
October 13, 1999

Office of the Secretary of State  
State of California  
Sacramento, CA. 95814

Dear Sirs/Ms:

As Executive Vice President of Morgan Stanley Dean Witter & Co "MSDW", I hereby consent on behalf of MSDW to the change of name of Discover Brokerage Direct, a California subsidiary of MSDW, to "Morgan Stanley Dean Witter Online Inc."

Very truly yours,

  
Stephen R. Miller

