

Document Number Only

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C T CORPORATION SYSTEM

Requestor's Name
660 East Jefferson Street

Address
Tallahassee, FL 32301 (850)222-1092

City State Zip Phone

CORPORATION(S) NAME

000003041010--4

-11/10/99--01051--007

*****35.00 *****35.00

Discover Brokerage Direct, Inc. Name Change Amend

- ☒ Profit
☐ NonProfit
☐ Limited Liability Company
☒ Foreign

☒ Amendment

☐ Dissolution/Withdrawal

☐ Merger

☐ Bank

☐ Other

☐ Change of R.A.

☐ Fictitious Name

☐ CUS

☐ Limited Partnership

☐ Reinstatement

☐ Limited Liability Partnership

☒ Certified Copy

☐ Annual Report

☐ Reservation

☐ Photo Copies

☐ Call if Problem

☐ Will Wait

☐ After 4:30

☒ Pick Up

☐ Call When Ready

☒ Walk In

☐ Mail Out

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THAT OF SECTIONS

LAURA STONE

DEPARTMENT OF REVENUE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

99 NOV 10 AM 11:47

RECEIVED

FILED

99 NOV 10 PM 1:45

**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.

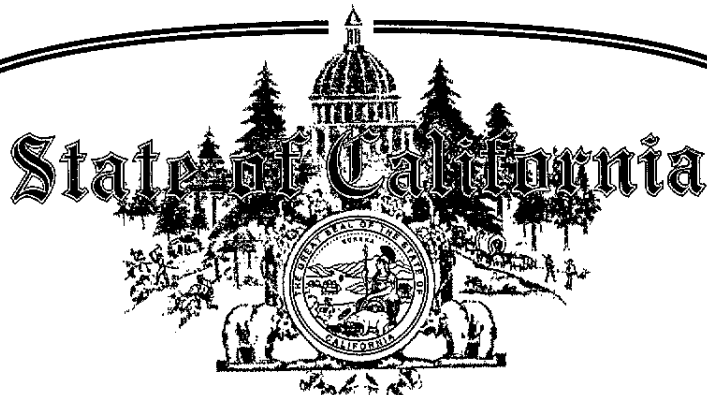
N/A

Mary Curran
Signature

Name and Title

Mary Curran, Assistant Secretary

11/3/99
Date



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.**

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
Stephen R. Miller
Chairman of the Board

Mary Curran
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

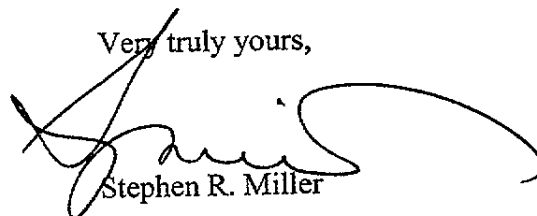
October 13, 1999

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

