

ACCOUNT NO.

: 072100000032

REFERENCE

AUTHORIZATION

COST LIMIT : \$ 35.00

ORDER DATE: January 13, 2000

ORDER TIME : 12:13 PM

ORDER NO. : 550780-020

CUSTOMER NO: 4803680

CUSTOMER:

John B. Buckman, Esq

Pitney Hardin Kipp & Szuch Llp

P.o. Box 1945

Morristown, NJ 07962

200003106502-

NAME:

MERRILL LYNCH INTERNATIONAL

PRIVATE FINANCE LIMITED

XX PROFIT

XX CORPORATE

XXXX AMENDMENT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Tamara Odom

## PROFIT CORPORATION APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO APPLICATION FOR CONDUCTING AFFAIRS IN FLORIDA

(Pursuant to s. 617.1504, F.S.)

## SECTION I (1-3 MUST BE COMPLETED)

|    | (1-3 MOST BE COMPLETED)   |   |
|----|---|---|
|    | NORTH A VALOUE BY THE PARTY OF |   |
| 1. | MERRILL LYNCH INTERNATIONAL PRIVATE FINANCE LIMITED, 1900.  Name of corporation as it appears on the records of the Department of State.  |   |
|    | Name of corporation as it appears on the records of the Department of State.  | • |
| 2. | Delaware 3. February 13, 1997   |   |
| -  | Incorporated under laws of Date authorized to conduct affairs in Torida   |   |
|    |   |   |
|    | 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? January 3, 2000  |   |
|    |   | - |
| 5. | MERRILL LYNCH PRIVATE FINANCE INC.  |   |
| _  | Name of corporation after the amendment, adding suffix "corporation" 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 and the  |   |
|    | date the change was effected.   |   |
|    |   |   |
|    |   |   |
|    | New Duration  |   |
| 7  | If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction and the   |   |
| ,. | date the change was effected.   |   |
|    |   |   |
|    |   |   |
|    | New Duration  |   |
|    |   |   |
|    | Der Vindle January 3th 2000   |   |
|    | Signature Date  |   |
|    | Stephanie Villalba Fist Vice President  |   |
|    | Stephanie Villalba Fist Vice President  |   |
|    | Typed or printed name Title   |   |
|    |   |   |

## State of Delaware Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE SAID "MERRILL LYNCH INTERNATIONAL PRIVATE FINANCE LIMITED", FILED A CERTIFICATE OF AMENDMENT, CHANGING ITS NAME TO "MERRILL LYNCH PRIVATE FINANCE INC.", THE THIRTEENTH DAY OF JANUARY, A.D. 2000, AT 9 O'CLOCK A.M.

Edward J. Freel, Secretary of State

AUTHENTICATION:

0202495 .

DATE:

01-17-00

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