



THE UNITED STATES
CORPORATION
COMPANY

F97000000/0818 Second

ACCOUNT NO. : 072100000032

REFERENCE : 299813 4322754

AUTHORIZATION : Patricia Pizant

COST LIMIT : \$ 35.00

ORDER DATE : March 19, 1997

ORDER TIME : 9:45 AM

ORDER NO. : 299813-010

CUSTOMER NO: 4322754

800002120468--2

CUSTOMER: Spencer A. Mcadams, Legal Asst
Kelley, Drye & Warren
Two Stamford Plaza
281 Tresser Boulevard
Stamford, CT 06901

FOREIGN FILINGS

NAME: NW ACQUISITION CORP.

XX PROFIT
 NON-PROFIT

XX CORPORATE
 LIMITED PARTNERSHIP

XXXX AMENDMENT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Victoria L. Perez

FILED
97 MAR 21 PM 1:16
SECRETARY OF STATE
TALLAHASSEE FLORIDA

RECEIVED
97 MAR 21 AM 11:21
DIVISION OF CORPORATION

2721
Jorge
name
change

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
97 MAR 21 PM 1:16
SECRETARY OF STATE
TALLAHASSEE FLORIDA

1. NW Acquisition Corp.
Name of corporation as it appears on the records of the Department of State.
2. Delaware
Incorporated under laws of
3. March 3, 1997
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? March 7, 1997
5. Nash, Weiss & Co.
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

Ronald Nash
Signature

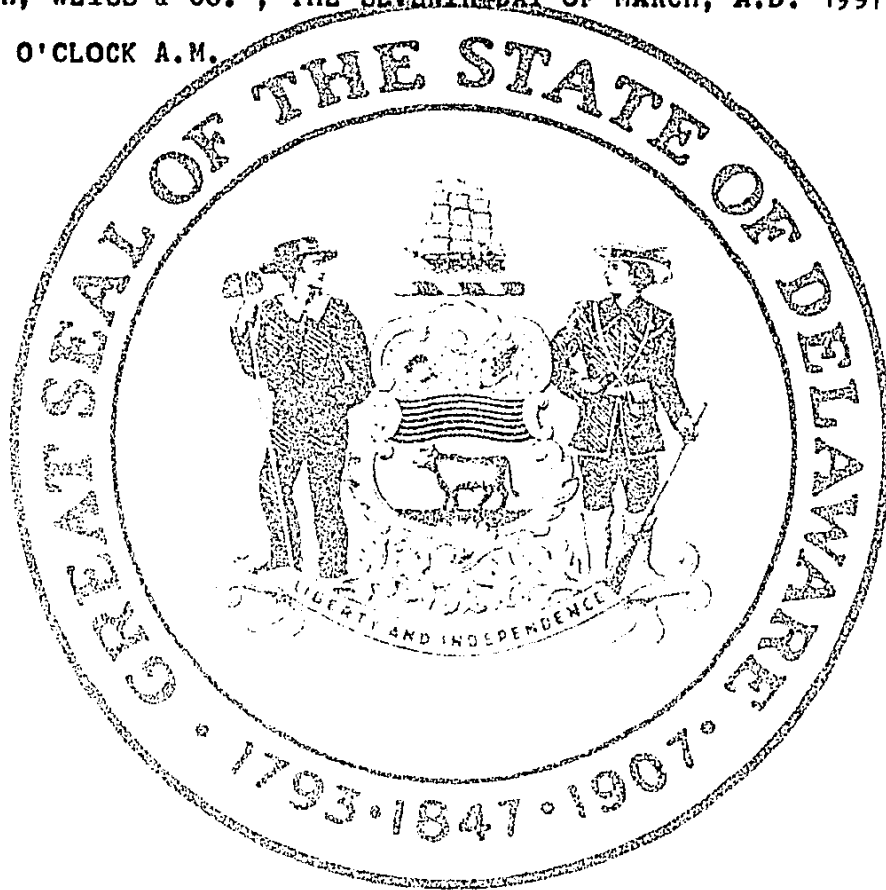
3/13/97
Date

Ronald Nash
Typed or printed name

President
Title

State of Delaware
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE SAID "NW ACQUISITION CORP.", FILED A CERTIFICATE OF AMENDMENT, CHANGING ITS NAME TO "NASH, WEISS & CO.", THE SEVENTH DAY OF MARCH, A.D. 1997, AT 9:01 O'CLOCK A.M.



2718107 8320

971090065

A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

8380813

AUTHENTICATION:

03-19-97

DATE: