

# F97000002314

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**P. Lino Cambone**  
*Legal Counsel*

February 25, 2000

**BY COURIER**

Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314  
U.S.A.

000003153600--6  
-03/01/00--01109--005  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Dear Sirs:

**Re: BPI Global Holdings USA Inc. - Change of Name**

The name of the above corporation was changed to C.I. Global Holdings USA Inc., effective October 29, 1999. Accordingly, we enclose the following documents for filing:

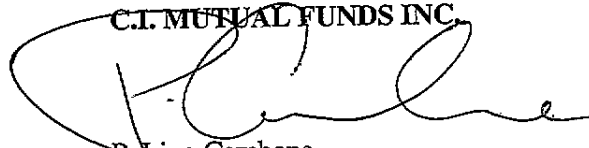
1. an executed application for amendment;
2. a certified copy of the Certificate of Amendment issued by the State of Delaware; and
3. a cheque in the amount of US\$35.00, made payable to the Department of State.

We trust the foregoing is satisfactory. If you have any questions, please do not hesitate to contact the undersigned.

Best Regards.

Yours truly,

**C.I. MUTUAL FUNDS INC.**

  
**P. Lino Cambone**  
Legal Counsel

PLC/cc  
Encls:

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FILED  
00 MAR -1 PM 10:27  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

MC

T. LEWIS MAR 10 2000

**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  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

1. BPI GLOBAL HOLDINGS USA INC.  
Name of corporation as it appears on the records of the Department of State.
2. DELAWARE 3. MAY 1, 1997  
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? OCTOBER 29, 1999
5. C.I. GLOBAL HOLDINGS USA 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

Michael J. Killeen  
Signature

February 18, 2000  
Date

Michael J. Killeen  
Typed or printed name

General Counsel and Corporate Secretary  
Title


**CERTIFICATE**

**TO: FLORIDA DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS**

The undersigned, on behalf of C.I. Global Holdings USA Inc. (the "Corporation"), hereby certifies as follows:

- (a) attached is a true and correct copy of the Certificate of Amendment of the Corporation;
- (b) there have been no changes made to the foregoing document as at the date hereof; and
- (c) the foregoing document is in full force and effect, unamended as at the date hereof.

**DATED** at Toronto, Ontario this 18th day of February, 2000.

  
\_\_\_\_\_  
Michael J. Killeen  
General Counsel and Corporate Secretary

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "BPI GLOBAL HOLDINGS USA INC.", CHANGING ITS NAME FROM "BPI GLOBAL HOLDINGS USA INC." TO "C.I. GLOBAL HOLDINGS USA INC.", FILED IN THIS OFFICE ON THE TWENTY-NINTH DAY OF OCTOBER, A.D. 1999, AT 1:30 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



*Edward J. Freel*

Edward J. Freel, Secretary of State

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AUTHENTICATION:

DATE:

11-02-99

**CERTIFICATE OF AMENDMENT  
OF  
CERTIFICATE OF INCORPORATION**

BPI Global Holdings USA Inc., a Delaware Corporation (the "Corporation") DOES  
HEREBY CERTIFY:

FIRST: That by written consent of the Board of Directors of the Corporation, effective October 28 1999, resolutions were duly adopted setting forth proposed amendments to the Certificate of Incorporation of said Corporation, declaring such amendments to be advisable and calling for such amendments to be adopted. The resolutions setting forth the proposed amendments are as follows:

RESOLVED, that the Certificate of Incorporation of the Corporation be amended by changing the title thereof so that, as amended, the title shall be as follows:

"CERTIFICATE OF INCORPORATION OF C.I. GLOBAL HOLDINGS USA  
INC."

FURTHER RESOLVED, that the Certificate of Incorporation of the Corporation be amended by changing the paragraph thereof numbered "1" so that, as amended, that paragraph shall be as follows:

"The name of the corporation is C.I. Global Holdings USA Inc."

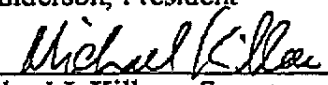
SECOND: That in lieu of a meeting and vote of stockholders, the sole stockholder has given written consent to said amendment in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware.

THIRD: That said amendments were duly adopted in accordance with the provisions of Sections 228 and 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, said Corporation has caused this certificate to be signed by Peter W. Anderson, its President, and Michael J. Killeen, its Secretary, this 29<sup>th</sup> day of October, 1999.

By: 

Peter W. Anderson, President

ATTEST: 

Michael J. Killeen, Secretary