

**F97000006326**

Florida Department of State  
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TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATIONS

**BASIC AMENDMENT**

**FITCH IBCA, INC.**

Certificate of Status	0
Certified Copy	0
Page Count	6
Estimated Charge	\$35.00

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

November 12, 2003

FITCH IBCA, INC.  
ONE STATE STREET PLAZA  
NEW YORK, NY 10004

SUBJECT: FITCH IBCA, INC.  
REF: F97000006326

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Our records show the date of authorization was December 2, 1997, please correct your document.

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Teresa Brown  
Document Specialist

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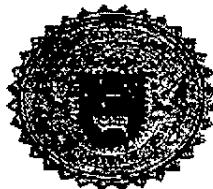
H03000307585 3

# Delaware

PAGE 1

*The First State*

I, HARRIET SMITH WINDSOR, 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 "FITCH IBCA, INC.", CHANGING ITS NAME FROM "FITCH IBCA, INC." TO "FITCH, INC.", FILED IN THIS OFFICE ON THE FIFTH DAY OF JUNE, A.D. 2000, AT 9 O'CLOCK A.M.



2802860 8100

030677517

*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 2703861

DATE: 10-22-03

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STATE OF DELAWARE  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
FILED 09:00 AM 06/05/2000  
001284664 - 2802860

CERTIFICATE OF AMENDMENT  
OF THE  
CERTIFICATE OF INCORPORATION  
OF

FITCH IBCA, INC.

Pursuant to Section 242 of the General  
Corporation Law of the State of Delaware

Fitch, IBCA, Inc., a Delaware corporation (hereinafter called the  
"Corporation"), does hereby certify as follows:

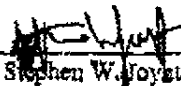
FIRST: Article I of the Corporation's Certificate of Incorporation is  
hereby amended to read in its entirety as set forth below:

1. Name. The name of the corporation is Fitch, Inc. (hereinafter the  
"Corporation").

SECOND: The foregoing amendment was duly adopted in accordance  
with Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, the Corporation has caused this Certificate to  
be duly executed in its corporate name this 2nd day of June, 2000.

FITCH IBCA, INC.

By:   
Name: Stephen W. Joyat  
Title: President and Chief Operating Officer

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### RESOLUTION OF BOARD OF DIRECTORS

I, the undersigned Charles D. Brown, do hereby certify that this Resolution of the  
Board of Directors of Fitch, Inc.,

a corporation duly organized and existing under the laws of the State of Delaware, was duly  
adopted on 10/24/, 20 03.

Be it resolved, that Fitch, Inc., organized and existing in the State of

Delaware, hereby adopts the name Fitch for use in the State of Florida.  
Ratings, Inc.

Date: 10/28/03

Charles D. Brown

Chairman, Vice Chairman or any officer

Charles D. Brown

a President & Assistant, Secretary Type or Print Name

FILED IN RESOLUTION OF BOARD OF DIRECTORS

E03000307585 3