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BASIC AMENDMENT

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To. FL Dept. of State Subject:

From: Patrick Ponder

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850-205-0381

1/20/2005 10:35 PAGE 001/001 Florida Dept of State



FLORIDA DEPARTMENT OF STATE Glenda E. Hood Secretary of State

January 20, 2005

FLEET SECURITIES, INC. 26 BROADWAY 14TH FLOOR NEW YORK, NY 10004

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SUBJECT: FLEET SECURITIES, INC.

REF: F98000000958

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Teresa Brown Document Specialist FAX Aud. #: E05000015096 Letter Number: 405A00003734

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Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

H05000015096 3

PROFIT CORPORATION APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

APPLICATION FOR AUTHORIZATION TO TRAI	NSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F	E.S.)
	<i>y</i> .
SECTION I (1-3 must be complete)	NSACT BUSINESS IN FLORIDA (S.) (known) (known)
F98000000958	The same of the sa
(Document number of corporation (if	(known)
1. Fleet Securities, Inc.	Opinio Company
(Name of corporation as it appears on the records of	the Department of State)
	•
2. New York 3. Febru	nary 19, 1998 are authorized to do business in Florida)
(Incorporated under laws of) (De	are authorized to do business in Florida)
SECTION II (4-7 complete only the applicabl	le Changes)
4. If the amendment changes the name of the corporation, when was the	change effected under the laws of
its jurisdiction of incorporation? November 1, 2004	
 ADP Clearing & Outsourcing Services, Inc. (Name of corporation after the amendment, adding suffix "corporation," "company not contained in new name of the 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	l of duration.
(New duration)	
7. If the amendment changes the jurisdiction of incorporation, indicate r	new jurisdiction.
(New jurisdiction)	
Sulx	January /8, ,2005
(Signature/of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)	(i/acc)
Robertis. Singer	Assistant Secretary
(Typed or printed name of person signing)	(Title of person signing)

To. FL Dept. of State Subject:

H05000015096 3

State of New York Department of State

I hereby certify, that the Certificate of Incorporation of ADP CLEARING & OUTSOURCING SERVICES, INC. was filed on 12/22/1978, under the name of Q & R CLEARING CORPORATION, with perpetual duration, and that a diligent examination has been made of the Corporate index for documents filed with this Department for a certificate, order, or record of a dissolution, and upon such examination, no such certificate, order or racord has been found, and that so far as indicated by the records of this Department, such corporation is an existing corporation.

A Cortificate of Amendment Q & R CLEARING CORPORATION, changing its name to U.S. CLEARING CORP., was filed 07/31/1989.

A Certificate of Amendment U.S. CLEARING CORP., changing its name to FLEST SECURITIES, INC., was filed 02/02/1998.

A Certificate of Amendment FLEET SECURITIES, INC., changing its name to ADP CLEARING & OUTSOURCING SERVICES, INC., was filed 11/01/2004.

Witness my hand and the official seal of the Department of State at the City of Albany, this 11th day of January two thousand and five.

Secretary of State

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