

F98000002303

Florida Department of State
Division of Corporations
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To: Division of Corporations
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**COR AMND/RESTATE/CORRECT OR O/D RESIGN
WESTCHESTER ASSET MANAGEMENT, INC.**

Certificate of Status	0
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TB 2-23-11

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)

F98000002303

(Document number of corporation (if known))

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. Westchester Asset Management, Inc.
(Name of corporation as it appears on the records of the Department of State)

2. Illinois 3. 4/22/1998
(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? 12/15/10

5. Westchester Group Asset Management, 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)

(If new name is unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

6. If the amendment changes the period of duration, indicate new period of duration.

(New duration)

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

(New jurisdiction)

8. Attached is a certificate or document of similar import, evidencing the amendment, authenticated not more than 90 days prior to delivery of the application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the laws of which it is incorporated.

Todd T. Welu
(Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

Todd T. Welu
(Typed or printed name of person signing)

CFO
(Title of person signing)

File Number 5414-857-7



To all to whom these Presents Shall Come, Greeting:

I, Jesse White, Secretary of State of the State of Illinois, do hereby certify that I am the keeper of the records of the Department of Business Services. I certify that

ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION WERE FILED IN THIS OFFICE ON DECEMBER 15, 2010, CHANGING NAME FROM WESTCHESTER ASSET MANAGEMENT, INC. TO WESTCHESTER GROUP ASSET MANAGEMENT, INC. *****



In Testimony Whereof, I hereto set my hand and cause to be affixed the Great Seal of the State of Illinois, this 11TH day of JANUARY A.D. 2011

Jesse White