



INVESTMENT SERVICES
INVESTMENT BANKING

F98000002630

October 22, 2001

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

500004651665--9
-10/24/01--01046--004
*****43.75 *****43.75

Re: Dain Rauscher Incorporated- Name Change.

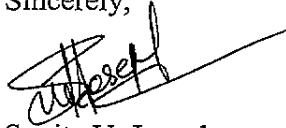
Dear Sir or Madam:

Please be advised that, effective November 1, 2001, Dain Rauscher Incorporated, will change its name to RBC Dain Rauscher Inc. To effect the change to your records, enclosed please find an application for an Amended Certificate of Authority, the appropriate document evidencing the name change from the Secretary of State of Minnesota and a check in the amount of the appropriate filing fee.

Please contact me if you require any other information.

Thank you.

Sincerely,


Sunita V. Joseph
Legal Assistant
612-371-7642

Enclosures

*gave authorization
to add file date
on application
10/29/01
ac*

FILED
01 OCT 24 PM 12:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

*an/cg
10/29/01*

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)

1. Dain Rauscher Incorporated
Name of corporation as it appears on the records of the Department of State.
2. Minnesota 3. May 8, 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? Effective November 1, 2001
FILED 10/10/2001

5. RBC Dain Rauscher, 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.

No Change New Duration

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

No Change New Jurisdiction


Signature

10/22/01
Date

Bentley J. Anderson
Typed or printed name

Assistant Secretary
Title

FILED
01 OCT 24 PM 12:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

State of Minnesota

SECRETARY OF STATE

Certificate of Name Change

I, Mary Kiffmeyer, Secretary of State of Minnesota, do certify that the corporation listed below filed an amendment of its articles of incorporation, or, in the case of a non-Minnesota corporation, a certificate of name change, changing its name with this office on the date listed below, and that the corporation has complied with the relevant laws of Minnesota with respect to that filing.

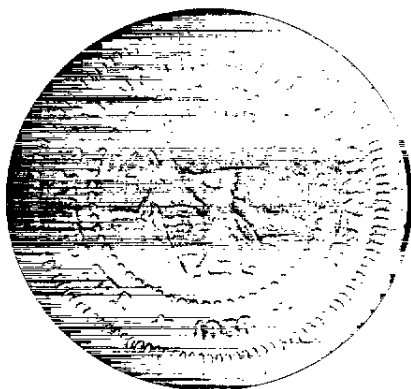
Old Name: Dain Rauscher Incorporated

New Name: RBC Dain Rauscher Inc.

State of Incorporation: MN

Date Amendment filed: 10/10/2001

This certificate has been issued on 10/19/01.



Mary Kiffmeyer
Secretary of State.

10/10/01 08:35 FAX 612 340 8736

DORSEY WHITNEY LLP

0003

4A-698

ARTICLES OF AMENDMENT
TO ARTICLES OF INCORPORATION
OF
DAIN RAUSCHER INCORPORATED

1. The name of the corporation is Dain Rauscher Incorporated.
2. The following is the full text of the amendment to the Articles of Incorporation of Dain Rauscher Incorporated:

"ARTICLE I. The name of the corporation shall be "RBC Dain Rauscher Inc." ✓
3. This amendment to the articles of incorporation shall be effective on November 1, 2001.
4. The foregoing amendment was adopted according to Chapter 302A of the Minnesota Business Corporation Act.

IN WITNESS WHEREOF, the undersigned, Secretary of
Dain Rauscher Incorporated, being duly authorized on behalf of such corporation, has executed
this certificate this 9th day of October, 2001.

Carla J. Smith
Carla J. Smith

029181

STATE OF MINNESOTA
DEPARTMENT OF STATE
FILED

OCT 10 2001

Wing H. Hwang
Secretary of State