F98000004783

ICBA SECURITIES

May 9, 2000

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

800003250858--4
-05/12/00--01092--002
*****35.00 *****35.00

To Whom It May Concern:

Re: Corporate Name Change

IBAA Securities Corporation, authorized to do business in the state of Florida on August 21, 1998, is now known as ICBA Securities Corporation. Attached is a certified copy of the Certificate of Amendment for this name change from the state of incorporation, Delaware.

FILED
00 MAY 12 PM 3:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Please change your records to reflect the name change from IBAA Securities Corporation to ICBA Securities Corporation. A check, in the amount of $35, is enclosed to cover this process along with the Application of Amended Certificate of Authority. The recorded receipt of this change should be sent to my attention at the address below.

Do not hesitate to give me a call if you should have any questions at 1-(800)-422-6442 extension 6374.

Sincerely,

Karen M. Stovall

Karen M. Stovall
Vice President of Compliance

ICBA SECURITIES

KAREN M. STOVALL
Vice President of Compliance

ICBA Securities
6077 Primacy Parkway
Memphis, TN 38119

800·422·6442 ▪ 901·766·6374
Fax 901·762·5321

kstovall@icbasecurities.com

N/C

Spage 5/25/00

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. IBAA Securities Corporation
Name of corporation as it appears on the records of the Department of State.

2. Delaware
Incorporated under laws of

3. 8/21/98
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? 7/13/99

5. ICBA Securities Corporation
Name of corporation after the amendment, adding suffix "corporation" "company" or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation.

FILED
00 MAY 12 PM 3:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

C J Pickering
Signature

May 8, 2000
Date

C.J. Pickering
Typed or printed name

President
Title

State of Delaware

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 "IBAA SECURITIES CORPORATION", CHANGING ITS NAME FROM "IBAA SECURITIES CORPORATION" TO "ICBA SECURITIES CORPORATION", FILED IN THIS OFFICE ON THE THIRTIETH DAY OF JULY, A.D. 1999, AT 4 O'CLOCK P.M.

Edward J. Freel, Secretary of State

2177695 8100

001187324

AUTHENTICATION: 0390274

DATE: 04-19-00

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 04:00 PM 07/30/1999
991317251 - 2177695

CERTIFICATE OF AMENDMENT

OF

CERTIFICATE OF INCORPORATION

IBAA SECURITIES CORPORATION, a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware,

DOES HEREBY CERTIFY:

FIRST: That the Board of Directors of said corporation, by the unanimous written consent of its members, filed with the minutes of the Board, adopted a resolution proposing and declaring advisable the following amendment to the Certificate of Incorporation of said corporation:

RESOLVED, that the Certificate of Incorporation of IBAA SECURITIES CORPORATION be amended by changing the First Article thereof so that, as amended, said Article shall be and read as follows:

"FIRST ARTICLE: The name of the corporation shall be ICBA SECURITIES CORPORATION"

SECOND: That in lieu of a meeting and vote of stockholders, the stockholders have given unanimous 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 the aforesaid amendment was duly adopted in accordance with the applicable provisions of Sections 242 and 228 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, said IBAA SECURITIES CORPORATION has caused this certificate to be signed by Harold DeVries, its Chief Financial Officer, this 30 day of July, 1999.

IBAA SECURITIES CORPORATION

By ______________________
Chief Financial Officer