

F98000004987

H&R BLOCK FINANCIAL ADVISORS, INC.

4400 Main Street
Kansas City, Missouri 64111
Phone: 816-753-6900 Fax: 816-932-8489

VIA OVERNIGHT MAIL

October 27, 1998

000002674240--3
-10/28/98--01044--004
*****43.75 *****43.75

Qualification/Tax Lien Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Re: H&R BLOCK FINANCIAL ADVISORS, INC (formerly HRB Investments, Inc.)

Dear Sir or Madam:

Please find the following documents submitted in connection with the above referenced corporation's Application to File Amendment to Application for Authority to transact business in Florida:

- Completed application in duplicate
- Certificate evidencing the Amendment
- A check in the amount of \$43.75 for filing fee and Certified Copy.
- A UPS shipping bill for return of Certified Copy.

If you have any questions or need anything further please contact me at 816/932-4949.

Very truly yours,

Barbara Phillips
Legal Assistant

Enclosures

FILED
98 OCT 28 AM 9:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
M

TLD OCT 29 1998

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

FILED
98 OCT 28 AM 9:02
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

SECTION I (1-3 must be completed)

1. HRB INVESTMENTS, INC.

Name of corporation as it appears within the records of the Department of State.

2. Incorporated under laws of: DELAWARE

3. Date authorized to do business in Florida: 9/2/98

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?

October 21, 1998

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

H&R BLOCK FINANCIAL ADVISORS, INC.

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

N/A

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

N/A

John R. Cox
Signature

Name and Title

John R. Cox, Secretary

10/26/98

Date

State of Delaware
Office of the Secretary of State PAGE 1

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 "HRB INVESTMENTS, INC.", CHANGING ITS NAME FROM "HRB INVESTMENTS, INC." TO "H&R BLOCK FINANCIAL ADVISORS, INC.", FILED IN THIS OFFICE ON THE TWENTY-FIRST DAY OF OCTOBER, A.D. 1998, AT 12:30 O'CLOCK P.M.




Edward J. Freel, Secretary of State

2325632 8100

981411129

AUTHENTICATION: 9371569

DATE: 10-26-98

BRYAN CAVE

No. 0859 P. 2/3

**CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
HRB INVESTMENTS, INC.**

HRB INVESTMENTS, INC., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware,

DOES HEREBY CERTIFY:

FIRST: That pursuant to an Action By Unanimous Written Consent of the Board of Directors and Sole Stockholder of HRB INVESTMENTS, INC. (the "Written Consent"), resolutions were duly adopted setting forth a proposed amendment of the Certificate of Incorporation of said corporation, declaring said amendment to be advisable and in the best interests of the corporation. The resolution setting forth the proposed amendment is as follows:

"RESOLVED, That the Certificate of Incorporation of this corporation be and is hereby amended by deleting Article FIRST thereof in its entirety and by substituting in lieu thereof the following:

FIRST: The name of the corporation is H&R
BLOCK FINANCIAL ADVISORS, INC."

SECOND: That, in accordance with Section 228 of the General Corporation Law of the State of Delaware, upon such Written Consent have been placed signatures representing the necessary number of shares as required by statute in favor of the amendment.

THIRD: That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

FOURTH: That the capital of said corporation shall not be reduced under or by reason of said amendment.

Oct. 21. 1998 11:23AM BRYAN CAVE

No. 0858 2. 3/3

IN WITNESS WHEREOF, said HRB Investments, Inc. has caused this certificate, to be signed by Ozzie Wenich, its Senior Vice President, and John R. Cox, its Secretary, this 22nd day of October, 1998.

By: Ozzie Wenich
Ozzie Wenich, Senior Vice President

By: John R. Cox
John R. Cox, Secretary