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Requestor's Name
660 East Jefferson Street

Address
Tallahassee, FL 32310 222-1092

800002666768--5
-10/19/98--01047--023
*****35.00 *****35.00

City State Zip Phone

CORPORATION(S) NAME

Pendex Real Estate Corp

FILED
98 OCT 19 PM 12:10
SECRET
TALLAHASSEE, FLORIDA

- Profit
- NonProfit
- Amendment
- Merger
- Foreign
- Dissolution/Withdrawal
- Limited Liability Company
- Limited Partnership
- Annual Report
- Other
- Reinstatement
- Name Registration
- Change of R.A.
- Fictitious Name
- UCC-1 Financing Statement
- UCC-3 Filing
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**APPLICATION BY FOREIGN CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN
FLORIDA**

SECTION I (1-3 must be completed)

1. Pendex Real Estate Corp.
Name of corporation as it appears within the records of the Department of State.
2. Incorporated under laws of: New York
3. Date authorized to do business in Florida: September 25, 1998

FILED
98 OCT 19 PM 12:10
SECRETARY OF STATE
TALLAHASSEE 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?

October 15, 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:

Salomon Smith Barney Inc.

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

No Change

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



October 15, 1998
Date

Signature
Name and Title
Howard Darmstadter
Assistant Secretary

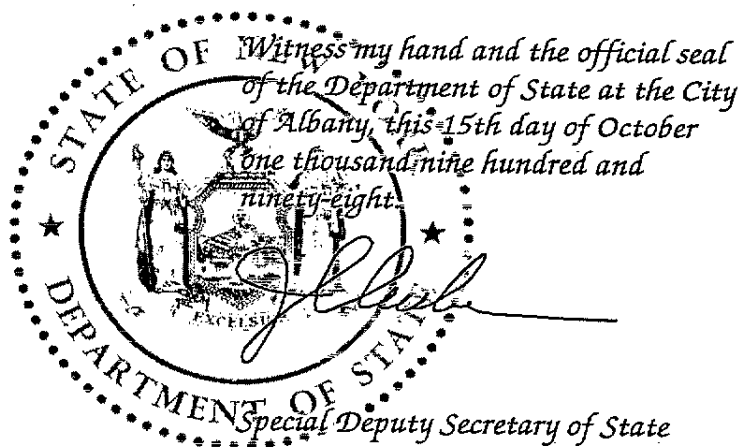
State of New York } ss:
Department of State

I hereby certify, that the certificate of incorporation of SALOMON SMITH BARNEY INC. was filed on 02/23/1977, under the name of PENDEX REAL ESTATE CORP., with perpetual duration, and that a diligent examination has been made of the index of corporation papers filed in this Department for a certificate, order, or record of a dissolution, and upon such examination, no such certificate, order or record has been found, and that so far as indicated by the records of this Department, such corporation is a subsisting corporation. I further certify the following:

A Certificate of Merger and Name Change of PENDEX REAL ESTATE CORP., changing name to SALOMON SMITH BARNEY INC. was filed on 10/15/1998.

Restated Certificate was filed on 10/15/1998.

I further certify, that no other certificates have been filed by such corporation.



199810160014 51

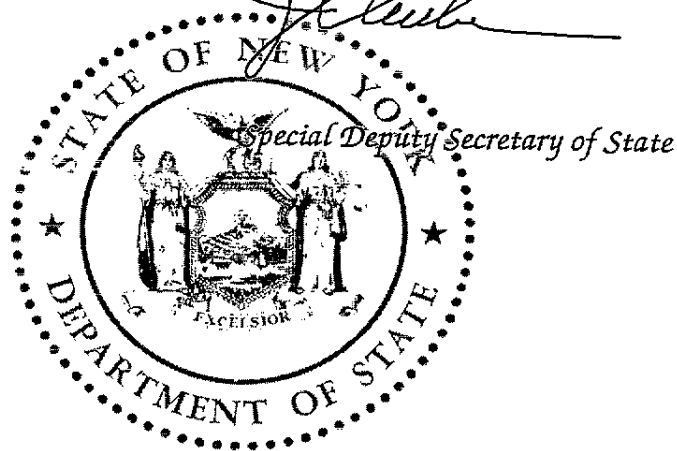
State of New York)
Department of State) ss:

I hereby certify, that a certificate of merger of SALOMON SMITH BARNEY INC., a DELAWARE corporation, with PENDEX REAL ESTATE CORP., a NEW YORK corporation, and adoption of the name of SALOMON SMITH BARNEY INC., was filed in this office on 10/15/1998.

*Witness my hand and the official seal
of the Department of State at the City
of Albany, this 15th day of October
one thousand nine hundred and
ninety-eight.*



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CT-07

Certificate of Merger
of
Salomon Smith Barney Inc.
and
Pendex Real Estate Corp.
under section 904 of the Business Corporation Law

CT-07

The undersigned corporations, as the constituent corporations in a merger (the *Merger*) pursuant to section 904 of the Business Corporation Law (the *BCL*), certify that:

~~1 The constituent corporations are Salomon Smith Barney Inc., a Delaware corporation (*Salomon Smith Barney*), and Pendex Real Estate Corp., a New York corporation (*Pendex*).~~

Pendex is the surviving corporation.

Salomon Smith Barney was incorporated January 7, 1960 in Delaware under the name Smith, Barney & Co. Incorporated. Its application for authority to do business in New York was filed by the department of state on January 21, 1960.

The certificate of incorporation of Pendex was filed with the department of state on February 23, 1977.

2 The outstanding shares of capital stock of Salomon Smith Barney consists of (i) 1,000 shares of common stock, \$10,000 par value, all of which are entitled to vote, and (ii) 10 shares of series A cumulative preferred stock, \$10,000 par value, none of which are entitled to vote.

The outstanding shares of capital stock of Pendex consists of 10 shares of common stock, without par value, all of which are entitled to vote.

3 Article First of the certificate of incorporation of the surviving corporation shall be amended to read in its entirety as follows:

State of New York }
Department of State } ^{ss:}

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.

Witness my hand and seal of the Department of State on **OCT 15 1998**



Special Deputy Secretary of State

First: Name

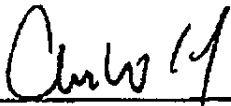
The name of the corporation is Salomon Smith Barney Inc.

- 4 The effective date of the Merger shall be October 15, 1998.
- 5 The Merger was authorized with respect to the domestic constituent corporation, Pendex, by the adoption of a plan of merger meeting the requirements of section 902 of the BCL by
 - (i) the board of directors of Pendex pursuant to section 902 of the BCL and, after having been first duly executed on behalf of Pendex and Salomon Smith Barney, and
 - (ii) the written consent of the holders of all shares of Pendex entitled to vote thereon pursuant to sections 903 and 615 of the BCL.

The Merger is permitted by the laws of Delaware, the jurisdiction of Salomon Smith Barney, the constituent foreign corporation, and is in compliance therewith.

This certificate is dated October 15, 1998 and is affirmed by each of the undersigned constituent corporations as true under the penalties of perjury.

Salomon Smith Barney Inc.

By: 
Charles W. Scharf
Chief Financial Officer

By: 
Howard Darmstadter
Assistant Secretary

Pendex Real Estate Corp.

By: _____
Denise Strain
President

By: _____
Jeffrey Serether
Vice President and Secretary

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This certificate is dated October 15, 1998 and is affirmed by each of the undersigned constituent corporations as true under the penalties of perjury.

Salomon Smith Barney Inc.

By: _____
Charles W. Scharf
Chief Financial Officer

By: _____
Howard Darmstadter
Assistant Secretary

Pendex Real Estate Corp.

By: Denise Strain
Denise Strain
President

By: Jeffrey Serether
Jeffrey Serether
Vice President and Secretary

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CT-07

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CERTIFICATE OF MERGER
OF
SALOMON SMITH BARNEY INC.
INTO
PENDEX REAL ESTATE CORP.

UNDER SECTION 904 OF THE BUSINESS CORPORATION LAW

6CC
STATE OF NEW YORK
DEPARTMENT OF STATE

FILED OCT 15 1998

TAX \$ 0

BY: JW

NASSAU

RSC

BILLED.

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SKADDEN ARPS SLATE MEAGHER & FLOM
ONE RODNEY SQUARE
WILMINGTON, DE 19899

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