

F98000005388

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TALLAHASSEE, FLORIDA
DEPARTMENT OF STATE

04/08/03--01069--020 **35.00

04/08/03--01069--021 **9.75

N.C.
C. Coulliette APR 08 2003

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

03 APR - 8 PM 2:32

RECEIVED

CT CORPORATION

April 8, 2003

Secretary of State, Florida
409 East Gaines Street
Tallahassee FL 32399

Re: Order #: 5822258 SO
Customer Reference 1:
Customer Reference 2:

Dear Secretary of State, Florida:

Please file the attached:

Salomon Smith Barney Inc. (NY)
New Name: Citigroup Global Markets Inc.
Evidence of Amendment
Florida

Please return a certified copy along with regular evidence.

Enclosed please find a check for the requisite fees. Please return evidence of filing(s) to my attention.

If for any reason the enclosed cannot be filed upon receipt, please contact me immediately at (850) 222-1092. Thank you very much for your help.

Sincerely,

Jeffrey J Netherton
Sr. Fulfillment Specialist
Jeff_Netherton@cch-lis.com

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

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)

F98000005388

(Document number of corporation (if known))

1. Salomon Smith Barney Inc.
(Name of corporation as it appears on the records of the Department of State)

2. New York (Incorporated under laws of) 3. 9/25/98 (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? 4/7/03


5. Citigroup Global Markets 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.

(New duration)

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

(New jurisdiction)


(Signature of the chairman or vice chairman of the board, president, or any officer, or if the corporation is in the hands of a receiver, trustee, or other court-appointed fiduciary, by that fiduciary)

Andrew W. Alter
(Typed or printed name)

April 1, 2003
(Date)

Assistant Secretary
(Title)

FILED
2003 APR -8 PM 3:42
TALLAHASSEE, FLORIDA

**State of New York } ss:
Department of State**

I hereby certify, that the Certificate of Incorporation of CITIGROUP GLOBAL MARKETS 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 Corporate index for documents filed with 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.

A Certificate of Amendment PENDEX REAL ESTATE CORP., changing its name to SALOMON SMITH BARNEY INC., was filed 10/15/1998.

A Certificate of Amendment SALOMON SMITH BARNEY INC., changing its name to CITIGROUP GLOBAL MARKETS INC., was filed 04/07/2003.



*Witness my hand and the official seal
of the Department of State at the City
of Albany, this 07th day of April
two thousand and three.*

A handwritten signature in black ink, appearing to read "R. A. DeSantis", is written over the official seal area.

Secretary of State