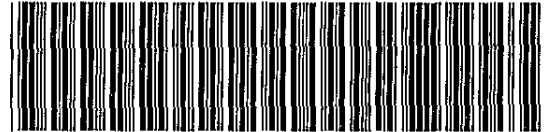


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TALLAHASSEE, FLORIDA



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STATE
REGISTRATION
DIVISION
TALLAHASSEE, FLORIDA

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ACCOUNT NO. : 072100000032
REFERENCE : 997805 4302990
AUTHORIZATION : *Patricia Pappas*
COST LIMIT : \$ 25.00

ORDER DATE : April 2, 2003
ORDER TIME : 9:41 AM
ORDER NO. : 997805-015
CUSTOMER NO: 4302990
CUSTOMER: Ms. Vicky Phelps
Latham & Watkins
Suite 4000
633 West Fifth Street
Los Angeles, CA 90071

FOREIGN FILINGS

NAME: PRAGER, MCCARTHY & SEALY, LLC

XX___ PROFIT _____ CORPORATE

XXXX AMENDMENT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX _____ PLAIN STAMPED COPY

CONTACT PERSON: Kimberly Moret -- EXT# 1149

EXAMINER: _____

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY TO
FILE AMENDMENT TO APPLICATION FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

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TALLAHASSEE, FLORIDA

SECTION I (1-3 must be completed)

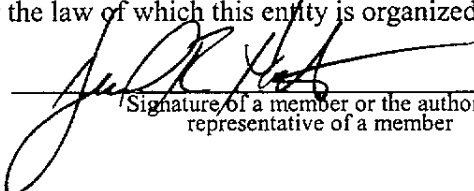
1. Name of limited liability company as it appears on the records of the Florida Department of State: Prager, McCarthy & Sealy, LLC
2. Jurisdiction of its organization: Delaware
3. Date authorized to do business in Florida: December 14, 1998

SECTION II (4-7 complete only the applicable changes)

4. If the amendment changes the name of the limited liability company, when was the change effected under the laws of its jurisdiction of organization? Jan. 29, 2003
5. New name of the limited liability company: Prager, Sealy & Co., LLC
6. If the amendment changes the period of duration, indicate new period of duration:

7. If the amendment changes the jurisdiction of organization, indicate new jurisdiction:

8. If the amendment corrects any false statement, indicate the statement being corrected and the correction: _____
9. Attached is an original certificate, no more than 90 days old, evidencing the aforementioned amendment(s), duly authenticated by the official having custody of records in the jurisdiction under the law of which this entity is organized.



Signature of a member or the authorized representative of a member

David R. Porter, Chief Financial Officer of Prager, McCarthy & Sealy, Inc.
Typed or printed name of signee Managing Member

Filing Fee: \$25.00

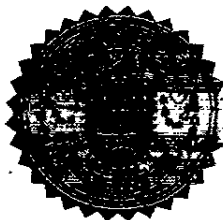
Delaware

The First State

PAGE 1

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TALLAHASSEE, FLORIDA

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE SAID "PRAGER, MCCARTHY & SEALY, LLC", FILED A CERTIFICATE OF AMENDMENT, CHANGING ITS NAME TO "PRAGER, SEALY & CO., LLC", THE TWENTY-NINTH DAY OF JANUARY, A.D. 2003, AT 6:31 O'CLOCK P.M.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 2346377

2962190 8320

030220612

DATE: 04-03-03