

P04671



Merrill Lynch

Merrill Lynch
Professional Clearing Corp.

101 Hudson Street
7th Floor
Jersey City, New Jersey 07302-3997
201 557 0900

February 10, 1998

Ms. Thelma Lewis
Corporate Specialist Supervisor
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

200002434732--8
-02/19/98--01008--009
*****35.00 *****35.00

Dear Ms. Lewis:

Please find enclosed our application fee in the amount of \$35.00 made payable to the Florida Department of State. Enclosed with it is our application to file our name change and copies of the appropriate documents which will confirm that change.

When the change of name has been completed from Wagner Stott Clearing Corp to Merrill Lynch Professional Clearing Corp., please be so kind as to send us confirmation of such.

Thank you for your attention to this matter.

Sincerely,

Charles Pettineo
Charles Pettineo

Corapne

FILED
98 FEB 16 PM 2:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
FEB 16 1998



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 2, 1998

WAGNER STOTT CLEARING CORP.
101 HUDSON STREET
JERSEY CITY, NJ 07302

SUBJECT: WAGNER STOTT CLEARING CORP.
Ref. Number: P04671

We have received your document for WAGNER STOTT CLEARING CORP., however, upon receipt of your document no check was enclosed. Please send a check or money order payable to the Department of State for \$35.00.

If you have any questions concerning this matter, please either respond in writing or call (850) 487-6905.

Thelma Lewis
Corporate Specialist Supervisor

Letter Number: 998A00005809

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)

FILED
98 FEB 16 PM 2:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. WAGNER STOTT CLEARING CORP.
Name of corporation as it appears on the records of the Department of State.
2. DELAWARE 3. 1986
Incorporated under laws of 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? January 2, 1997
5. Merrill Lynch Professional Clearing Corp.
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.
- N/A
New Duration
7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.
- N/A
New Jurisdiction

Charles Pettineo
Signature

1/21/98
Date

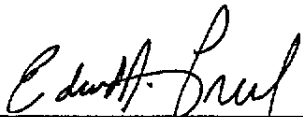
Charles Pettineo
Typed or printed name

Senior Vice President/Secretary
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 "WAGNER STOTT CLEARING CORP.", CHANGING ITS NAME FROM "WAGNER STOTT CLEARING CORP." TO "MERRILL LYNCH PROFESSIONAL CLEARING CORP.", FILED IN THIS OFFICE ON THE SIXTEENTH DAY OF DECEMBER, A.D. 1996, AT 4:30 O'CLOCK P.M.




Edward J. Freel, Secretary of State

2050978 8100

AUTHENTICATION:

8871995

981021192

DATE:

01-19-98

12-18-96

**CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION**

Wagner Stott Clearing Corp., 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 Wagner Stott Clearing Corp. be amended by changing the First Article thereof so that, as amended, said Article shall be and read as follows:

"Name

The name of the Corporation is Merrill Lynch Professional
Clearing Corp.."

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 Section 242 and 228 of the General Corporation Law of the State of Delaware. That this Certificate of Amendment of the Certificate of Incorporation shall be effective on January 2, 1997.

IN WITNESS WHEREOF, said Wagner Stott Clearing Corp. has caused this certificate to be signed by Charles Petlineo, its Secretary, this 12 day of December, 1996.

Wagner Stott Clearing Corp.

By Charles Petlineo
Title: Senior Vice
President/Secretary