

P10371

Florida Department of State
Division of Corporations
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

08 OCT 20 PM 2:42

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CORAMND/RESTATE/CORRECT OR O/D RESIGN

BEAR, STEARNS & CO., INC.

Certificate of Status	0
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FF NO
10/23/08

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)

P10371

(Document number of corporation (if known))

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. Bear, Stearns & Co. Inc.

(Name of corporation as it appears on the records of the Department of State)

2. Delaware

(Incorporated under laws of)

3. 06/09/1986

(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? 10/01/2008

5. J.P. Morgan Securities 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)

(If new name is unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

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)

8. Attached is a certificate or document of similar import, evidencing the amendment, authenticated not more than 90 days prior to delivery of the application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the laws of which it is incorporated.

Christine N. Bannerman

(Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

Christine N. Bannerman

(Typed or printed name of person signing)

Assistant Secretary

(Title of person signing)

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE SAID "BEAR, STEARNS & CO. INC.", FILED A CERTIFICATE OF AMENDMENT, CHANGING ITS NAME TO "J.P. MORGAN SECURITIES INC.", THE TWENTY-FOURTH DAY OF SEPTEMBER, A.D. 2008, AT 6:19 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF AMENDMENT IS THE FIRST DAY OF OCTOBER, A.D. 2008, AT 12:02 O'CLOCK A.M.

2068572 8320

081016685

You may verify this certificate online
at corp.delaware.gov/authver.shtml



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6896260

DATE: 10-06-08