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Address  
Tallahassee, FL 32301 222-1092  
City State Zip Phone

500002401645--8  
-01/15/98-01063-018  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

CORPORATION(S) NAME

Pacific Brokerage Services, Inc.

- |  |   |   |
|--|---|---|
| <input type="checkbox"/> Profit              | <input checked="" type="checkbox"/> Amendment   | <input type="checkbox"/> Merger         |
| <input type="checkbox"/> NonProfit           |   |   |
| <input type="checkbox"/> Foreign             | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark           |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report          | <input type="checkbox"/> Other          |
| <input type="checkbox"/> Reinstatement       | <input type="checkbox"/> Name Registration      | <input type="checkbox"/> Change of R.A. |
| <input type="checkbox"/> Fictitious Name     |   | <input type="checkbox"/> UCC Filing     |
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DIVISION OF CORPORATION

**APPLICATION BY FOREIGN CORPORATION TO FILE AMENDMENT TO  
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN  
FLORIDA**

**FILED**  
98 JAN 15 PM 3:54  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**SECTION I (1-3 must be completed)**

1. Pacific Brokerage Services, Inc.  
Name of corporation as it appears within the records of the Department of State.

2. Incorporated under laws of: California

3. Date authorized to do business in Florida: June 13, 1986

**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?

November 14, 1997

5. Name of corporation after the amendment, adding suffix "corporation," "company," "incorporated," or appropriate abbreviation, if not contained in new name of the corporation:

Dreyfus Brokerage Services, Inc.

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

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



Steven Wallace, President

Signature  
Name and Title

January 6, 1998

Date



SECRETARY OF STATE



I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That the attached transcript of 2 page(s) was prepared by and in this office from the record on file, of which it purports to be a copy, and that it is full, true and correct.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this

JAN 07 1998



*Bill Jones*

Secretary of State

A0500147

CERTIFICATE OF AMENDMENT  
OF  
ARTICLES OF INCORPORATION  
OF  
PACIFIC BROKERAGE SERVICES, INC.  
A California Corporation

784231  
FILED  
In the office of the Secretary of State  
of the State of California  
NOV 14 1997  
Bill Jones  
BILL JONES, Secretary of State

STEVEN WALLACE AND ARTHUR A. TOLENDINI certify that:

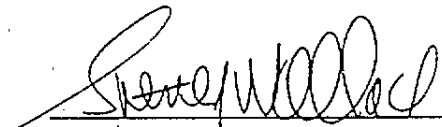
1. They are the President, Chief Executive Officer, Treasurer and Chairman of the Board and Executive Vice President and Secretary, respectively, of Pacific Brokerage Services, Inc., a California corporation (the "Corporation").

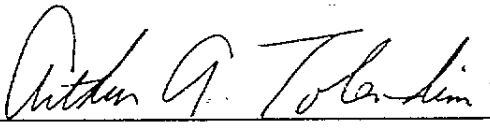
2. Article 1 of the Articles of Incorporation of the Corporation is hereby amended to read as follows:

"The name of the Corporation is Dreyfus Brokerage Services, Inc."

3. The foregoing amendment of the Articles of Incorporation of the Corporation has been duly approved by the Board of Directors.

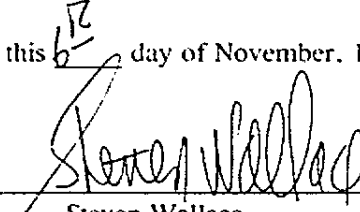
4. The foregoing amendment of the Articles of Incorporation has been duly approved by the required vote of shareholders in accordance with Section 902 of the California General Corporation Law. The total number of shares of the Corporation outstanding is 147,880 shares of voting Common Stock, no par value. The number of shares voting in favor of the amendment equaled or exceeded the vote required. The percentage vote was more than fifty percent (50%) of the total number of outstanding shares of stock.

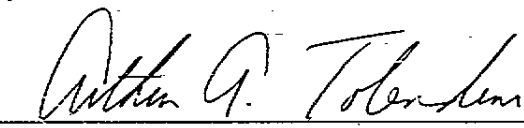
  
Steven Wallace, President, Chief Executive  
Officer, Treasurer and Chairman of the Board

  
Arthur A. Tolendini, Executive Vice  
President and Secretary

The undersigned declare under penalty of perjury that they have read the foregoing Certificate and know the contents thereof and that the same is true of their own knowledge.

Executed at Beverly Hills, California, this 6<sup>th</sup> day of November, 1997.

  
\_\_\_\_\_  
Steven Wallace

  
\_\_\_\_\_  
Arthur A. Tolendini

