

TRANSMITTAL LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: AMVESCAP SERVICES, INC.
(Name of corporation)

DOCUMENT NUMBER: P10763

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

KIMBERLY A. PACCHINO
(Name of person)

AMVESCAP SERVICES, INC.
(Name of firm/company)

1315 PEACHTREE STREET N.E, SUITE 200
(Address)

ATLANTA, GA 30309
(City/state and zip code)

For further information concerning this matter, please call:

KIMBERLY A. PACCHINO at (404) 479-1095
(Name of person) (Area code & daytime telephone number)

Enclosed is a check for the following amount:

- \$35.00 Filing Fee \$43.75 Filing Fee & Certificate of Status \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed) \$52.50 Filing Fee, Certificate of Status & Certified Copy (Additional copy is enclosed)

Mailing Address:
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:
Amendment Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Secretary of State
Corporations Division
315 West Tower
#2 Martin Luther King, Jr. Dr.
Atlanta, Georgia 30334-1530

CONTROL NUMBER : J603127
DATE INC/AUTH/FILED: 08/27/1981
JURISDICTION : GEORGIA
PRINT DATE : 04/30/2003
FORM NUMBER : 211

AMVESCAP SERVICES, INC.
GULIA KEENAN
1315 PEACHTREE ST, SUITE 200
ATLANTA, GA 30309

CERTIFICATE OF EXISTENCE

I, Cathy Cox, the Secretary of State of the State of Georgia, do hereby certify under the seal of my office that as of the above print date

AMVESCAP SERVICES, INC.
A GEORGIA PROFIT CORPORATION

is in compliance with the applicable filing and annual registration provisions of Title 14 of the Official Code of Georgia Annotated.

Said entity was formed in the jurisdiction stated above or was authorized to transact business in Georgia on the above date and has not filed articles of dissolution, certificate of cancellation or any other similar document with the Office of the Secretary of State.

This certificate relates only to the legal existence of the above-named entity as of the print date above. It does not certify whether or not a notice of intent to dissolve, an application for withdrawal, a statement of commencement of winding up or any other similar document has been filed or is pending with the Secretary of State.

This information is electronically transmitted, issued and certified in accordance with the Georgia Electronic Records and Signatures Act and Title 14 of the Official Code of Georgia Annotated and is prima-facie evidence that said entity is in existence or is authorized to transact business in this state.

20030430172004718



Cathy Cox
Secretary of State

Secretary of State
Corporations Division
315 West Tower
#2 Martin Luther King, Jr. Dr.
Atlanta, Georgia 30334-1530

DOCKET NUMBER : 031140146
CONTROL NUMBER : J603127
DATE INC/AUTH/FILED: 08/27/1981
JURISDICTION : GEORGIA
PRINT DATE : 04/24/2003
FORM NUMBER : 215

AMVESCAP SERVICES, INC.
QULIA KEENAN
1315 PEACHTREE ST STE 200
ATLANTA, GA 30309

CERTIFIED COPY

I, Cathy Cox, the Secretary of State of the State of Georgia, do hereby certify under the seal of my office that the attached documents are true and correct copies of documents filed under the name of

AMVESCAP SERVICES, INC.
A DOMESTIC PROFIT CORPORATION

Said entity was formed in the jurisdiction set forth above and has filed in the Office of Secretary of State on the date set forth above its certificate of limited partnership, articles of incorporation, articles of association, articles of organization or application for certificate of authority to transact business in Georgia.

This certificate is issued pursuant to Title 14 of the Official Code of Georgia Annotated and is prima-facie evidence of the existence or nonexistence of the facts stated herein.



A handwritten signature in black ink, appearing to read "Cathy Cox".

Cathy Cox
Secretary of State

Secretary of State
Corporations Division
315 West Tower
#2 Martin Luther King, Jr. Dr.
Atlanta, Georgia 30334-1530

DOCKET NUMBER : 030910384
CONTROL NUMBER: J603127
EFFECTIVE DATE: 04/01/2003
REFERENCE : 0048
PRINT DATE : 04/01/2003
FORM NUMBER : 611

CT CORPORATION SYSTEM
PATTIE HARDY
1201 PEACHTREE STREET, NE
ATLANTA, GA 30361

CERTIFICATE OF NAME CHANGE AMENDMENT

I, Cathy Cox, the Secretary of State and the Corporations Commissioner of the State of Georgia, do hereby certify under the seal of my office that

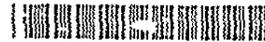
INVESCO SERVICES, INC.
A DOMESTIC PROFIT CORPORATION

has filed articles of amendment in the Office of the Secretary of State changing its name to

AMVESCAP SERVICES, INC.

and has paid the required fees as provided by Title 14 of the Official Code of Georgia Annotated. Attached hereto is a true and correct copy of said articles of amendment.

WITNESS my hand and official seal in the City of Atlanta and the State of Georgia on the date set forth above.



A handwritten signature in black ink, appearing to read "Cathy Cox".

Cathy Cox
Secretary of State

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ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION OF
INVESCO SERVICES, INC.

Pursuant to the provisions of the Georgia Business Corporation code, the undersigned corporation, INVESCO Services, Inc. ("Corporation"), adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: That the Board of Directors of said Corporation on March 19, 2003, adopted a resolution proposing and declaring advisable the following amendment to the Articles of Incorporation of the Corporation:

RESOLVED, that the Articles of Incorporation of INVESCO Services, Inc. be amended by changing the FIRST Article thereof so that, as amended, said Article shall be and read as follows:

THE NAME OF THE CORPORATION IS AMVESCAP SERVICES, INC.

RESOLVED, that this Amendment to the Articles of Incorporation shall become effective April 1, 2003.

SECOND: That in lieu of a meeting and vote of the stockholders, the stockholders have given unanimous written consent to said amendment in accordance with the provisions of Section 24-2-821 of the Georgia Business Corporation Code.

THIRD: That the aforesaid amendment was duly adopted in accordance with the applicable provisions of the Georgia Business Corporation code.

FOURTH: That a publication of Notice of the Change of the Corporate Name will be published pursuant to O.C.G.A. 14-2-1006.1(b) immediately following the filing of these Articles.

IN WITNESS WHEREOF, said Corporation has caused this certificate to be signed by Kimberly A. Pacchino, its Secretary, this 24th day of March 2003.

CORPORATIONS DIVISION

00 4 P 11 MAR 31 2003

SECRETARY OF STATE

Kimberly A. Pacchino
By: Kimberly A. Pacchino
Secretary