PIO69 SELIGMAN ADVISORS, INC.



October 1, 1998

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

\$00002656559--\$ -10/06/98--01013--008 *****35.00 *****35.00

Dear Sir\Madam:

Enclosed please find application for amendment to the authorization to do business in Florida along with the following:

\$35.00 Filing Fee
Certificate from the State of Delaware with copy of amendment

If you have any questions please feel free to contact me. Thank you.

Sincerely,

Yoyce Peress

Assistant Secretary

(21'2) 850-1802

N/C

VS 0CT 1 3 1998.

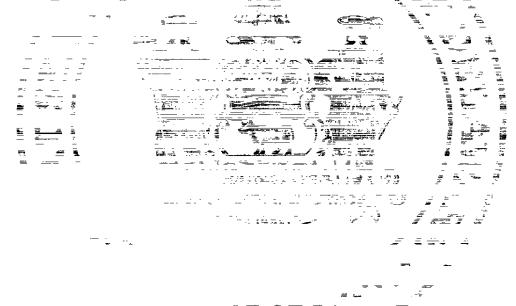
PROFIT CORPORATION APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

SECTION I (1-3 MUST BE COMPLETED)

(Purposet to a 607 1504 E.S.)
(Pursuant to s. 607.1504, F.S.) SECTION I (1-3 MUST BE COMPLETED)
Seligman Financial Services, Inc.
Name of corporation as it appears on the records of the Department of State.
Delaware 3. August 11, 1986 Incorporated under laws of Date authorized to do business in Florida
SECTION II (4-7 COMPLETE ONLY THE APPLICABLE CHANGES)
. If the amendment changes the name of the corporation, when was the change effected under the laws of
its jurisdiction of incorporation? September 24, 1998
Seligman Advisors, Inc.
Seligman Advisors, Inc. Name of corporation after the amendment, adding suffix "corporation" "company" or "incorporated," or appropriate abbreviation, not contained in new name of the corporation.
If the amendment changes the period of duration, indicate new period of duration.
New Duration
If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.
New Jurisdiction
Novee tuess 9/30/98
Signature
Joyce Peress Assistant Secretary
Typed or printed name 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 "SELIGMAN FINANCIAL SERVICES, INC.", CHANGING ITS NAME FROM "SELIGMAN FINANCIAL SERVICES, INC. TO "SELIGMAN ADVISORS, INC.", FILED IN THIS OFFICE ON THE TWENTY-FOURTH DAY OF SEPTEMBER, A.D. 1998, AT 10 O'CLOCK A.M



AUTHENTICATION:

0852987 8100

09-25-98

9321779

981371940

CERTIFICATE OF AMENDMENT OF RESTATED CERTIFICATE OF INCORPORATION

Seligman Financial Services, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Corporation"), DOES HEREBY CERTIFY:

FIRST: That the Board of Directors of the 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 Restated Certificate of Incorporation of the Corporation and recommended to the sole stockholder the consideration for approval thereof. The resolution setting forth the proposed amendment is as follows:

RESOLVED, that in accordance with ARTICLE IX of the Restated Certificate of Incorporation of the Corporation the Board of Directors hereby proposes and declares advisable an amendment to ARTICLE I of the Restated Certificate of Incorporation of the Corporation so that amended it shall read:

ARTICLE I: The name of the corporation (hereinafter called the Corporation) is:

Seligman Advisors, Inc.

SECOND: That thereafter, pursuant to a resolution of the Board of Directors, the sole stockholder of the Corporation by written consent filed with the minutes of meetings of the sole stockholder, approved the amendment.

THIRD: That the aforesaid amendment was duly adopted in accordance with the applicable provisions of Sections 242 and 228 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, said Corporation has caused this certificate to be signed by Stephen J. Hodgdon, its President, this 17th day of September, 1998.

Seligman Financial Services, Inc.

Stephen J. Hodgdon

President