

P11069
SELIGMAN ADVISORS, INC.

FILED
98 OCT -6 AM 9:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

October 1, 1998

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

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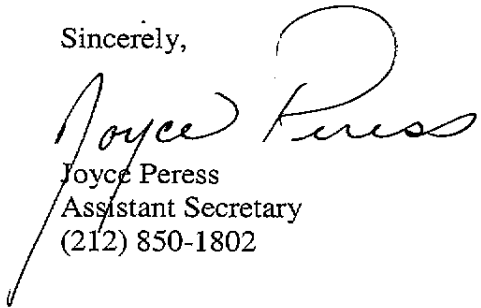
Dear Sir/Madam:

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,


Joyce Peress
Assistant Secretary
(212) 850-1802

N/c

VS OCT 13 1998.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA


9/30/98
Date

Assistant 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 "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.




Edward J. Freel, Secretary of State

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981371940

AUTHENTICATION: 9321779

DATE: 09-25-98

**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 7th day of September, 1998.

Seligman Financial Services, Inc.

By


Stephen J. Hodgdon
President