



P19557

ACCOUNT NO. : 072100000032
REFERENCE : 178207 163137A
AUTHORIZATION :
COST LIMIT : \$ 35.00

FILED
97 JAN 13 AM 8:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : December 6, 1996

ORDER TIME : 11:44 AM

ORDER NO. : 178207-035

CUSTOMER NO: 163137A

000002055830--0

CUSTOMER: Lori Russo, Esq
Credit Suisse First Boston
11 Madison Avenue

New York, NY 10010-3629

FOREIGN FILINGS

NAME: CS FIRST BOSTON CORPORATION

XX PROFIT
 NON-PROFIT

XX CORPORATE
 LIMITED PARTNERSHIP

XXXX AMENDMENT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Thelmon Washington

N. HENDRICKS JAN 14 1997

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)

1. CS First Boston Corporation
Name of corporation as it appears on the records of the Department of State.
2. Massachusetts 3. June 7, 1988
Incorporated under laws of 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? December 16, 1996
5. Credit Suisse First Boston Corporation
Name of corporation after the amendment, adding suffix "corporation" "company" or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation.
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


Signature

December 31, 1996
Date

Lori M. Russo
Typed or printed name

Vice President
Title



William Francis Galvin
Secretary of the
Commonwealth

The Commonwealth of Massachusetts

Secretary of the Commonwealth

State House, Boston, Massachusetts 02133

December 23, 1996

TO WHOM IT MAY CONCERN:

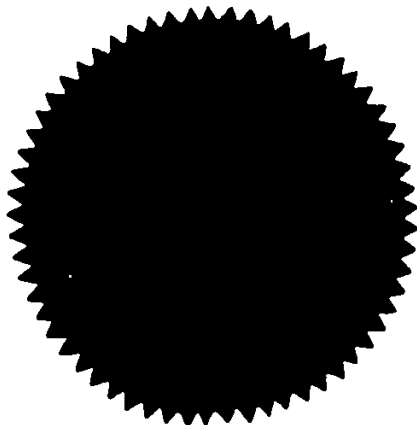
I hereby certify that according to the records in this office, The First of Boston Corporation was incorporated under the General Laws of this Commonwealth on June 27, 1932.

I also certify that in Articles of Amendment filed here April 20, 1934, the name of said corporation was changed to The First Boston Corporation.

I further certify that in Articles of Amendment filed here October 12, 1993, the name of said corporation was changed to CS First Boston Corporation.

I also certify that in Articles of Amendment filed here December 16, 1996, the name of said corporation was changed to Credit Suisse First Boston Corporation.

I further certify that so far as appears of record here, said corporation still has legal existence.



jbm

In testimony of which,
I have hereunto affixed the
Great Seal of the Commonwealth
on the date first above written.

William Francis Galvin

Secretary of the Commonwealth

*MGL Chapter 156B S83A provides that certain consolidations and mergers may be filed with the Division within thirty days after the effective date of the merger or consolidation.