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98 FEB 26 PM 3:38

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



ACCOUNT NO. : 072100000032

REFERENCE : 718476 4337961

AUTHORIZATION : Patricia Pizito

COST LIMIT : \$ 87.50

ORDER DATE : February 24, 1998

ORDER TIME : 10:0 AM

ORDER NO. : 718476-005

CUSTOMER NO: 4337961

CUSTOMER: Dennis Mcnamara, Esq  
Josephthal Lyon & Ross Inc  
200 Park Avenue  
25th Floor  
New York, NY 10166

000002441230--6

name  
change  
amend

FOREIGN FILINGS

NAME: JOSEPHTHAL LYON & ROSS  
INCORPORATED

XX PROFIT  
       NON-PROFIT

XX CORPORATE  
       LIMITED PARTNERSHIP

XXXX AMENDMENT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Brenda Phillips

Name	
Availability	2/26/98
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Verify	Don
Acknowledgement	Don
W.P. Verifier	Don

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DIVISION OF CORPORATION

## 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.)

FILED  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

#### SECTION I

(1-3 must be completed)

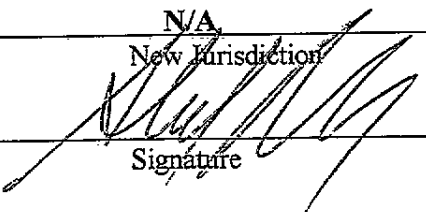
1. Josephthal Lyon & Ross Incorporated  
Name of corporation as it appears on the records of the Department of State.
2. New York  
Incorporated under the laws of
3. January 25, 1989  
Date authorized to do business in Florida

#### 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? October 21, 1997
5. Josephthal & Co., Inc.  
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.  
N/A  
New Duration
7. If the amendment changes the jurisdiction of Incorporation, indicate new jurisdiction.

N/A  
New Jurisdiction

  
Signature

Sherwood P. Larkin  
Typed or printed name

February 18, 1998  
Date

Executive Vice President & CFO  
Title

**State of New York** } **ss:**  
**Department of State**

I hereby certify, that the certificate of incorporation of JOSEPHTHAL & CO., INC. was filed on 06/20/1956, under the name of ROSS, LYON & CO., INC., fixing the duration as perpetual, and that a diligent examination has been made of the index of corporation papers filed in this Department for a certificate, order, or record of a dissolution, and upon such examination, no such certificate, order or record has been found, and that so far as indicated by the records of this Department, such corporation is a subsisting corporation. I further certify the following:

A Certificate of Amendment was filed on 09/19/1968.

A Certificate of Amendment was filed on 02/14/1973.

A Certificate of Amendment was filed on 07/20/1973.

A Certificate of Amendment ROSS, LYON & CO., INC., changing name to ROSENKRANTZ, EHRENKRANTZ, LYON & ROSS INCORPORATED, was filed 09/04/1973.

A Certificate of Amendment was filed on 01/24/1974.

A Certificate of Amendment ROSENKRANTZ, EHRENKRANTZ, LYON & ROSS INCORPORATED, changing name to ROSENKRANTZ LYON & ROSS INCORPORATED, was filed 08/19/1985.

A Certificate of Amendment ROSENKRANTZ LYON & ROSS INCORPORATED, changing name to JOSEPHTHAL LYON & ROSS INCORPORATED, was filed 10/10/1991.

A Certificate of Amendment was filed on 01/23/1992.

A Biennial Statement was filed 04/11/1995.

A Certificate of Merger was filed on 05/13/1997.

A Certificate of Amendment JOSEPHTHAL LYON & ROSS INCORPORATED, changing name to JOSEPHTHAL & CO., INC., was filed 10/21/1997.

The Corporation Biennial Statement is past due.

I further certify, that no other certificates have been filed by such corporation.

(page 2) - JOSEPH THAL LYON & ROSS INCORPORATED

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*Witness my hand and the official seal  
of the Department of State at the City  
of Albany, this 24th day of February  
one thousand nine hundred and  
ninety-eight.*



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