

CCRS  
FILING COVER SHEET  
222-1173  
ACCT. #FCA-14

P26331

CONTACT: CINDY HICKS  
DATE: 1-12-98  
REF. #: 0174  
CORP. NAME: The Mutual Fund Advisor, Inc

FILED  
98 JAN 12 AM 8:28  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

- ARTICLES OF INCORPORATION
- ARTICLES OF AMENDMENT
- ARTICLES OF DISSOLUTION
- ANNUAL REPORT
- TRADEMARK/SERVICE MARK
- FICTITIOUS NAME
- CERT. OF AUTHORITY
- LIMITED PARTNERSHIP
- LIMITED LIABILITY
- REINSTATEMENT
- MERGER
- UCC-1
- UCC-3

700002396477--1

PLEASE RETURN:  
 CERTIFIED COPY       CERTIFICATE OF STATUS       PLAIN STAMPED COPY

AUTHORIZATION: Cindy Hicks  
*corrected # 4 per*

*1/12 Jan*  
*Name Change*  
98 JAN 12 AM 9:46  
RECEIVED  
C  
DIVISION OF INCORPORATION  
COST LIMIT \$ 87.50

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

98 JAN 12 AM 11:22  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

**SECTION I (1-3 must be completed)**

1. The Mutual Fund Advisor, Inc.  
Name of corporation as it appears within the records of the Department of State.
2. Incorporated under laws of: Delaware
3. Date authorized to do business in Florida: 10/05/1989

**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?

01/08/1998

5. Name of corporation after the amendment, adding suffix "corporation," "company," "incorporated", or appropriate abbreviation, if not contained in new name of the corporation:

Carnegie Asset Management, Inc.

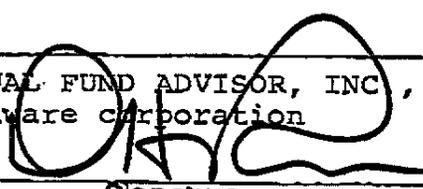
6. If the amendment changes the period of duration, indicate new period of duration

N/A

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction

N/A

THE MUTUAL FUND ADVISOR, INC,  
a Delaware corporation

By: 

Signature  
Name and Title

Donald H. Rowe, President

1-2-98

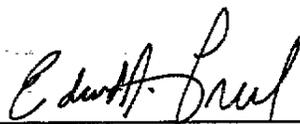
Date

*State of Delaware*  
*Office of the Secretary of State* PAGE 1

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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 "THE MUTUAL FUND ADVISOR, INC.", CHANGING ITS NAME FROM "THE MUTUAL FUND ADVISOR, INC." TO "CARNEGIE ASSET MANAGEMENT, INC.", FILED IN THIS OFFICE ON THE EIGHTH DAY OF JANUARY, A.D. 1998, AT 12 O'CLOCK P.M.



  
\_\_\_\_\_  
Edward J. Freel, Secretary of State

2206629 8100

AUTHENTICATION: 8856205

981008765

DATE: 01-08-98

#2459-1

STATE OF DELAWARE  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
FILED 12:00 PM 01/08/1998  
981008765 - 2206629

STATE of DELAWARE  
CERTIFICATE of AMENDMENT of  
CERTIFICATE of INCORPORATION

► FIRST: That at a meeting of the Board of Directors of \_\_\_\_\_  
The Mutual Fund Advisors, Inc.

resolutions were duly adopted setting forth a proposed amendment of the Certificate of Incorporation of said corporation, declaring said amendment to be advisable and calling a meeting of the stockholders of said corporation for consideration thereof. The resolution setting forth the proposed amendment is as follows:

RESOLVED, that the Certificate of Incorporation of this corporation be amended by changing the Article thereof numbered " One " so that, as amended, said Article shall be and read as follows:

" The name of this Corporation is: \_\_\_\_\_  
Carnegie Asset Management, Inc.

► SECOND: That thereafter, pursuant to resolution of its Board of Directors, a special meeting of the stockholders of said corporation was duly called and held, upon notice in accordance with Section 222 of the General Corporation Law of the State of Delaware at which meeting the necessary number of shares as required by statute were voted in favor of the amendment.

► THIRD: That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

► FOURTH: That the capital of said corporation shall not be reduced under or by reason of said amendment.

► IN WITNESS WHEREOF, said The Mutual Fund Advisor, Inc. \_\_\_\_\_  
has caused this certificate to be signed by

Donald H. Rowe \_\_\_\_\_, an Authorized Officer,  
this 2 day of JANUARY, A.D. 19 98

THE MUTUAL FUND ADVISOR, INC.,  
a Delaware corporation

By: \_\_\_\_\_  
Authorized Officer  
Donald H. Rowe  
President