

Document Number Only

819132

C T Corporation System

Requestor's Name  
660 East Jefferson Street

Address  
Tallahassee, FL 32301

City State Zip Phone

CORPORATION(S) NAME

300002633863--9  
-09/08/98--01058--025  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

300002633863--9  
-09/08/98--01058--026  
\*\*\*\*\*52.50 \*\*\*\*\*52.50

*Smith Barney Inc*  
*Changed name to:*  
*Salomon Smith Barney*

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

98 SEP 18 PM 12:41

FILED

- Profit
- NonProfit
- Limited Liability Company
- Foreign
- Amendment
- Dissolution/Withdrawal
- Merger
- Mark
- Limited Partnership
- Reinstatement
- Limited Liability Partnership
- Certified Copy
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- Reservation
- Photo Copies
- Other
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9/8/98

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JOEY

N.C.  
9-9-98  
CC

DIVISION OF CORPORATION

98 SEP 19 PM 12:11

RECEIVED

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

FILED  
98 SEP - 8 PM 12: 4  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

1. Smith Barney 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: November 2, 1965

**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?

August 31, 1998

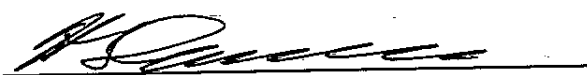
5. Name of corporation after the amendment, adding suffix "corporation," "company," "incorporated," or appropriate abbreviation, if not contained in new name of the corporation:

Salomon Smith Barney Inc.

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

No Change

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



September 1, 1998

Signature  
Name and Title

Date

Howard M. Darmstadter, Assistant Secretary

*State of Delaware*  
*Office of the Secretary of State*

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PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE CERTIFICATE OF AGREEMENT OF MERGER, WHICH MERGES: \_\_\_\_\_

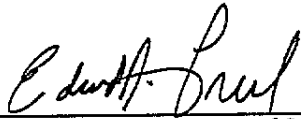
"SALOMON BROTHERS INC.", A DELAWARE CORPORATION,  
WITH AND INTO "SMITH BARNEY INC." UNDER THE NAME OF "SALOMON SMITH BARNEY INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, WAS RECEIVED AND FILED IN THIS OFFICE THE THIRTY-FIRST DAY OF AUGUST, A.D. 1998, AT 6:33 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION SHALL BE GOVERNED BY THE LAWS OF THE STATE OF DELAWARE.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE NOT HAVING BEEN CANCELLED OR DISSOLVED SO FAR AS THE RECORDS OF THIS OFFICE SHOW AND IS DULY AUTHORIZED TO TRANSACT BUSINESS.

0546629 8330  
981344112



  
Edward J. Freel, Secretary of State

9285246  
AUTHENTICATION:  
DATE: 09-03-98