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State of Rhode Island and Providence Plantations  
Office of the Secretary of State  
Corporations Division  
148 W. River Road  
Providence, Rhode Island 02904-2615

**LIMITED LIABILITY PARTNERSHIP**

**AMENDMENT TO NOTICE OF FOREIGN  
REGISTERED LIMITED LIABILITY PARTNERSHIP**

Pursuant to the provisions of Section 7-12-59 of the General Laws of Rhode Island, 1956, as amended, the undersigned foreign Registered Limited Liability Partnership hereby submits the following Amendment to Notice of Foreign Registered Limited Liability Partnership:

1. The name of the Foreign Registered Limited Liability Partnership is BDO Seidman, LLP.
2. The Notice of Foreign Registered Limited Liability Partnership was filed December 16, 2008.
3. The Notice of Foreign Registered Limited Liability Partnership is amended as follows:

"1. The name of the Foreign Registered Limited Liability Partnership is: BDO USA, LLP"

"4. If the partnership's principal office is not located in this state, the address of a registered office and the name and address of a registered agent for service of process in the state of Rhode Island which the partnership shall be required to maintain: Corporation Service Company, 222 Jefferson Boulevard, Suite 200, Warwick, RI 02888."

Under penalty of perjury, I declare and affirm that I have examined this Amendment to Notice of Foreign Registered Limited Liability Partnership, including any accompanying attachments, and that all statements contained herein are true and correct.

Date: January 28, 2010

BDO USA, LLP

By: 

Thomas W. Hiller, Partner and Authorized Signer

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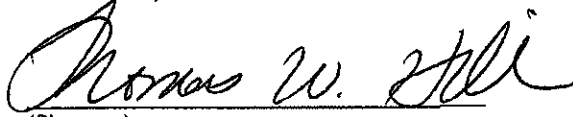
BDO SEIDMAN, LLP ("BDO") does hereby declare as follows:

1. BDO Seidman, LLP is a limited liability partnership formed in the State of New York on June 27, 1995.
2. BDO Seidman, LLP's Notice of Foreign Registered Limited Liability Partnership ("Notice") was filed December 16, 2008 in the office of the Rhode Island Secretary of State. Attached hereto as Exhibit A are copies of the filed Notice, supporting document and certificate of filing issued by the Rhode Island Secretary of State.
3. A certificate evidencing filing issued by the New York Secretary of State and dated December 9, 2008 listing the partnership's name as "BDO Seidman, LLP" was filed in the office of the Rhode Island Secretary of State as a supporting document to BDO Seidman, LLP's Notice. A copy of the certificate evidencing filing is part of Exhibit A attached hereto.
4. The records of the Rhode Island Secretary of State show the partnership's name as "BDO Seldman, LLP" and not the true and correct name of "BDO Seidman, LLP" as shown on the New York certificate evidencing filing. Attached hereto as Exhibit B is a screenprint from the searchable database of the Rhode Island Secretary of State.
5. BDO Seidman, LLP requests correction of the partnership's name on file in the office of the Rhode Island Secretary of State.

BDO Seidman, LLP declares that the foregoing is true and correct.

Executed this 28th day of January, 2010.

**BDO SEIDMAN, LLP**

By:   
(Signature)

Name: Thomas W. Hiller

Title: Partner & Authorized Signer

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