

Filing fee: \$35.00

**APPLICATION FOR
AMENDED CERTIFICATE OF AUTHORITY
OF**

To the Secretary of State
of the State of Rhode Island

Pursuant to the provisions of Section 7-1.1-111 of the General Laws, 1956, as amended, the undersigned corporation hereby applies for an Amended Certificate of Authority to transact business in Rhode Island, and for that purpose submits the following statement:

FIRST: A Certificate of Authority was issued to the corporation by your office on December 31, 1969, authorizing it to transact business in Rhode Island under the name of PAINE, WEBBER, JACKSON & CURTIS INCORPORATED

SECOND: The corporate name of the corporation has been changed to PaineWebber Incorporated
(If no change, so indicate)

THIRD: The name which it elects to use hereafter in Rhode Island is PaineWebber Incorporated

FOURTH: It desires to pursue in the transaction of business in Rhode Island other or additional purposes than those set forth in its prior Application for a Certificate of Authority, as follows:
(If no other or additional purposes are proposed, insert "No change.")

No Change

FIFTH: Other amendments, if any, to Certificate of Authority previously issued:
(see §§7-1.1-103, 7-1.1-109, 7-1.1-110. of the General Laws, 1956, as amended.) (If increase of authorized capital stock, state:

| Number of Shares | Class | Series | Par Value per Share or Statement that Shares are without Par Value |
|---------------------|-------|--------|---|
|---------------------|-------|--------|---|

No Change

- (A): An estimate of the value of all property to be owned by it for the following year, wherever located, is \$ No Change
- (B): An estimate of the value of its property to be located within Rhode Island during such year is \$ No Change
- (C): An estimate of the gross amount of business to be transacted by it during such year is \$ No Change
- (D): An estimate of the gross amount of business to be transacted by it at or from places of business in Rhode Island during such year is \$ No Change

Dated July 11, 1984

PaineWebber Incorporated

By

William C. Struyk Its Vice President

and

Dorothy F. Haughey
Its Secretary

STATE OF NEW YORK

COUNTY OF NEW YORK

} Sc.

At New York in said County on the 11th day
of July 1984, before me personally appeared
William C. Struyk, who being by me first duly sworn, declared that he is the
Vice President of PaineWebber Incorporated,
that he signed the foregoing document as such Vice President
of the corporation, and that the statements therein contained are true.

Lori Lyons (Murray)
Notary Public

(NOTARIAL SEAL)

LORI LYONS
Notary Public, State of New York
No. 43-4742207
Certified in Richmond County
Commission Expires March 30, 1985

JUL 31 1984



Office of Secretary of State

I, GLENN C. KENTON, SECRETARY OF STATE OF THE STATE OF
DELAWARE DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT
COPY OF THE CERTIFICATE OF CORRECTION OF PAINE WEBBER
INCORPORATED FILED IN THIS OFFICE ON THE SECOND DAY OF JULY, A.D.
1984, AT 10 O'CLOCK A.M.

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A handwritten signature of Glenn C. Kenton in cursive script.

Glenn C. Kenton, Secretary of State

AUTHENTICATION: 10282072

DATE: 07/06/1984

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CERTIFICATE OF CORRECTION FILED TO CORRECT
A CERTAIN ERROR IN THE CERTIFICATE OF OWNERSHIP
AND MERGER OF Paine Webber Incorporated FILED
IN THE OFFICE OF THE SECRETARY OF STATE OF
DELAWARE ON May 31, 1984, AND RECORDED IN THE
OFFICE OF THE RECORDER OF DEEDS FOR NEW CASTLE
COUNTY, DELAWARE ON May 31, 1984.

Paine Webber Incorporated, a corporation organized and
existing under and by virtue of the General Corporation Law
of the State of Delaware,

DOES HEREBY CERTIFY:

1. The name of the corporation is Paine Webber Incorporated.
2. That a Certificate of Ownership and Merger pursuant to Section 253 of the General Corporation Law of the State of Delaware was filed by the Secretary of State of Delaware on May 31, 1984 and recorded in the office of the Recorder of Deeds of New Castle County on May 31, 1984, and that said Certificate requires correction as permitted by subsection (f) of section 103 of the General Corporation Law of the State of Delaware.
3. The inaccuracy or defect of said Certificate to be corrected is as follows: The last resolution quoted in Section THIRD of said Certificate contains a typographical error in the change of corporate name taken by former Paine, Webber, Jackson & Curtis Incorporated ("PWJC").
4. Section THIRD of said Certificate is corrected in relevant part to read as follows:

FURTHER RESOLVED, that PWJC change its corporate name by changing Article I of the Restated Certificate of Incorporation of PWJC to read as follows: "Article I Name The name of the Corporation is: PaineWebber Incorporated."

IN WITNESS WHEREOF, said Paine Webber Incorporated has caused this Certificate to be signed by Donald E. Nickelson, its President, and attested by Dorothy F. Haughey, its Secretary, this 27th day of June 1984.

Paine Webber Incorporated

By Donald E. Nickelson
Donald E. Nickelson, President

ATTEST:

By Dorothy F. Haughey
Dorothy F. Haughey, Secretary