

Filing Fee: \$75.00

ID Number: 100937



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division

**APPLICATION FOR
AMENDED CERTIFICATE OF AUTHORITY**

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:

1. The name of the corporation is JACKSON NATIONAL FINANCIAL SERVICES, INC.
2. A Certificate of Authority was issued to the corporation by the office of the Secretary of State of the State of Rhode Island on JUNE 4, 1998, authorizing it to transact business in Rhode Island under the name of JACKSON NATIONAL FINANCIAL SERVICES, INC.
3. The corporate name of the corporation has been changed to NATIONAL PLANNING CORPORATION

(If no change, so indicate)

4. The name, if different, which it elects to use in Rhode Island is:
 - (a) *If the name of the corporation in its jurisdiction of incorporation does not contain the word "corporation," "company," "incorporated," or "limited" (or an abbreviation thereof), then list the name of the corporation with the addition of one of the above corporate endings for use in Rhode Island:*

 - (b) *If the corporate name is not available in Rhode Island, then set forth below the fictitious name under which the corporation will qualify and transact business in Rhode Island as stated in the "Fictitious Business Name Statement" to be filed with this Application:*

5. The corporation 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.")

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CORPORATIONS DIVISION
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6. If there has been an increase in the authorized shares of the corporation, list the total number of authorized shares, including the increase (If there has been no increase in shares, insert "no change"):

<u>Total Number of Authorized Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value or Statement that Shares are without Par Value</u>
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NO CHANGE

7. (a) An estimate of the value of all property to be owned by the corporation for the following year, wherever located, is \$ NO CHANGE.
- (b) An estimate of the value of the corporation's property to be located within Rhode Island during the following year is \$ NO CHANGE.
- (c) An estimate, expressed as a percentage, of the proportion that the estimated value of the property of the corporation to be located within this state during the following year bears to the value of all property of the corporation to be owned during the following year, wherever located NO CHANGE % [divide (b) by (a) and multiply by 100 to obtain the percentage].
8. (a) An estimate of the gross amount of business to be transacted by the corporation during the following year is \$ NO CHANGE.
- (b) An estimate of the gross amount of business to be transacted by the corporation at or from places of business in Rhode Island during the following year is \$ NO CHANGE.
- (c) An estimate, expressed as a percentage, of the proportion that the gross amount of business to be transacted by the corporation at or from places of business in this state during the following year bears to the gross amount thereof which will be transacted by the corporation during the following year NO CHANGE % [divide (b) by (a) and multiply by 100 to obtain the percentage].
9. Except as herein modified, the original Application for Certificate of Authority continues in full force and effect and is hereby confirmed, ratified and incorporated by reference into this Application for Amended Certificate of Authority.

Dated June 25th, 1998

NATIONAL PLANNING CORPORATION
Exact Corporate Name of Corporation Making Application)

By [Signature]
 President or Vice President (check one)

AND
By [Signature]
 Secretary or Assistant Secretary (check one)

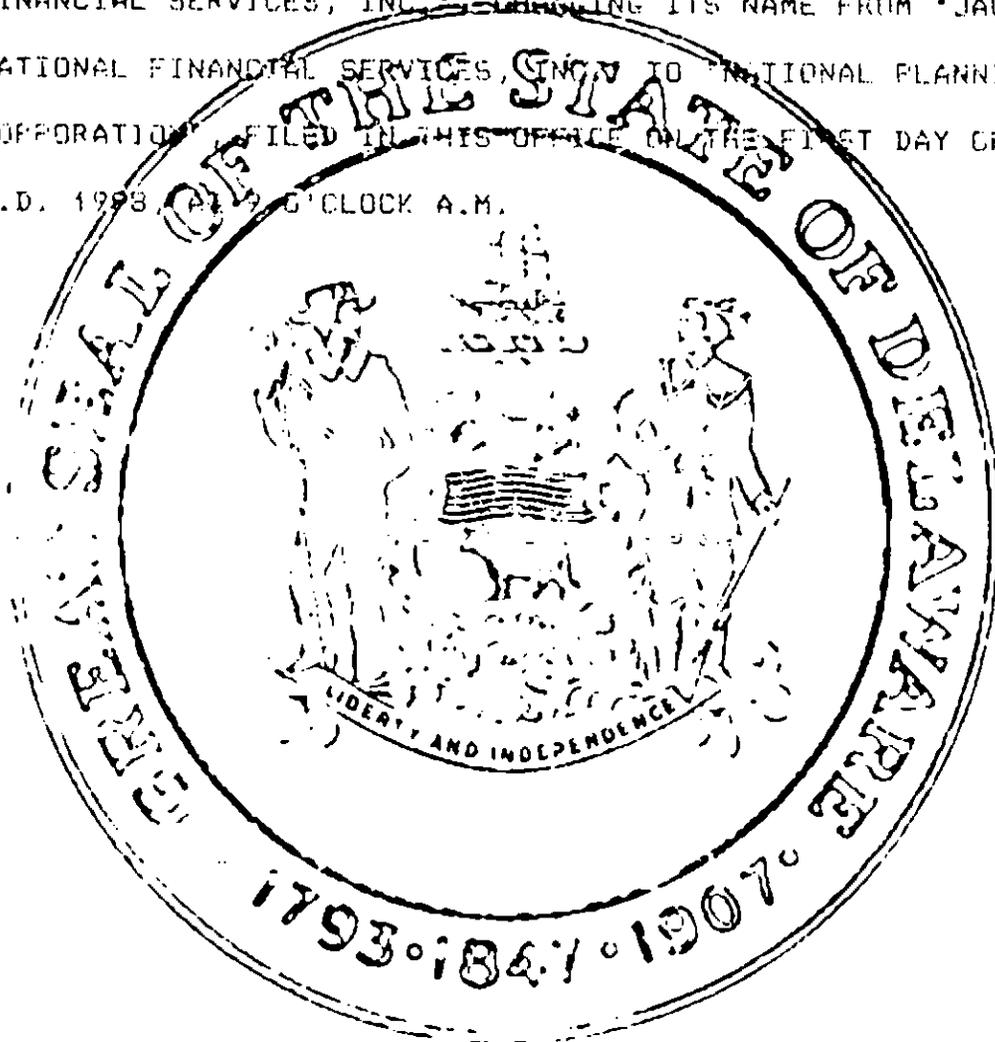
STATE OF Michigan
COUNTY OF Ingham

In Lansing, Michigan, on this 25th day of June, 1998, personally appeared before me ANDREW B. HOPPING, an officer of the corporation, who, under oath, verified that the information contained in this Application is true and accurate.

[Signature]
Notary Public
My Commission Expires: _____
LISA A. RANDOLPH

State of Delaware
Office of the Secretary of State

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 JACKSON NATIONAL FINANCIAL SERVICES, INC. CHANGING ITS NAME FROM JACKSON NATIONAL FINANCIAL SERVICES, INC. TO NATIONAL PLANNING CORPORATION FILED IN THIS OFFICE ON THE FIRST DAY OF JULY, A.D. 1998 AT 9 O'CLOCK A.M.



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION:

DATE:

07-01-98

**CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
JACKSON NATIONAL FINANCIAL SERVICES, INC.**

Jackson National Financial Services, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware,

DOES HEREBY CERTIFY:

FIRST: That the Board of Directors of said corporation, by the unanimous written consent of its members filed with the minutes of the Board, adopted a resolution proposing and declaring advisable the following amendment to the Certificate of Incorporation of said corporation:

RESOLVED: That the Certificate of Incorporation of Jackson National Financial Services, Inc. be amended by changing the First Article thereof so that, as amended, said Article shall be read as follows:

First. The name of the corporation is:

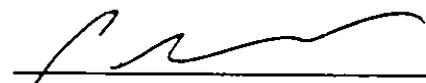
NATIONAL PLANNING CORPORATION.

SECOND: That in lieu of a meeting and vote of the sole stockholder, the sole stockholder has given unanimous written consent to said amendment in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware.

THIRD: That the aforesaid amendment was duly adopted in accordance with the applicable provision of Section 242 and 228 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, Jackson National Financial Services, Inc. has caused this certificate to be signed by Clifford J. Jack its President, this 24th day of June, 1998.

Jackson National Financial Services, Inc.



Clifford J. Jack, President