

Filing Fee: \$75.00

ID Number: 25599



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State Matthew A. Brown  
Corporations Division  
100 North Main Street  
Providence, Rhode Island 02903-1335

RECEIVED  
SECRETARY OF STATE  
CORPORATIONS DIV  
05 MAR 15 PM 12:47

BUSINESS CORPORATION

APPLICATION FOR  
AMENDED CERTIFICATE OF AUTHORITY  
(To Be Filed In Duplicate Original)

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 PWJC Insurance Sales Incorporated

2. It is incorporated under the laws of Delaware

3. A Certificate of Authority was issued to the corporation by the office of the Secretary of State of the State of Rhode Island March 4, 1974, authorizing it to transact business in Rhode Island under the name of:

4. The corporate name of the corporation has been changed to UBS Financial Services Insurance Agency Inc.

(If no change, so indicate.)

5. 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:

6. 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.")

No change

FILED

MAR 15 2005

By KMC  
C 60209

7. 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"):

Total Number of Authorized Shares	Class	Series	Par Value or Statement that Shares are without Par Value
No Change			

8. (a) An estimate of the value of all property to be owned by the corporation for the following year, wherever located, is \$ 0.
- (b) An estimate of the value of the corporation's property to be located within Rhode Island during the following year is \$ 0.
- (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, is 0%. [divide (b) by (a) and multiply by 100 to obtain the percentage]
9. (a) An estimate of the gross amount of business to be transacted by the corporation during the following year is \$ 144,191,409.
- (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 \$ 0.
- (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 is 0%. [divide (b) by (a) and multiply by 100 to obtain the percentage]
10. 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.

Date: 2/18/05

URS Financial Services Insurance Agency Inc.

Print Exact Name of Corporation Making Application

By Amy T. O'Connor

President or  Vice President (check one)

By Richard P. Borovoy AND

Secretary or  Assistant Secretary (check one)

STATE OF New York  
 COUNTY OF New York

In the City of New York, on this 18<sup>th</sup> day of February, 2005, before me personally appeared Amy T. O'Connor who, being duly sworn, declared that he/she is the Vice president of the above-named entity and that he/she signed the foregoing document as such authorized agent, and that the statements herein contained are true.

Richard P. Borovoy  
 Notary Public, State of New York  
 No. 01804630102  
 Qualified in New York County  
 Commission Expires Feb. 28, 20

Richard P. Borovoy  
 Notary Public  
 My Commission Expires:

Richard P. Borovoy  
 Notary Public, State of New York  
 No. 01804630102  
 Qualified in New York County

**CONSENT TO USE OF NAME**

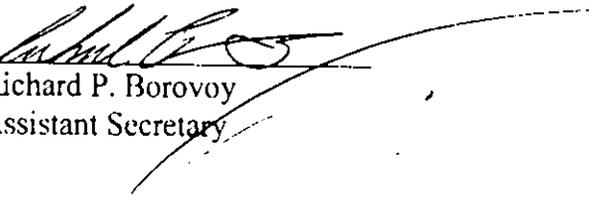
March 10, 2005

To Whom It May Concern:

UBS Financial Services Inc., a Delaware corporation, hereby consents to the use of the name UBS Financial Services Insurance Agency Inc. in Rhode Island.

UBS Financial Services Inc.

By:

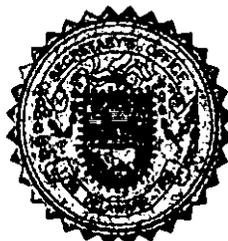
  
Richard P. Borovoy  
Assistant Secretary

# Delaware

PAGE 1

*The First State*

I, HARRIET SMITH WINDSOR, 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 "PWJC INSURANCE SALES INCORPORATED", CHANGING ITS NAME FROM "PWJC INSURANCE SALES INCORPORATED" TO "UBS FINANCIAL SERVICES INSURANCE AGENCY INC.", FILED IN THIS OFFICE ON THE SIXTEENTH DAY OF FEBRUARY, A.D. 2005, AT 3:28 O'CLOCK P.M.



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050185752

*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State  
AUTHENTICATION: 3721193

DATE: 03-04-05

**CERTIFICATE OF AMENDMENT OF CERTIFICATE OF INCORPORATION**  
**OF**  
**PWJC INSURANCE SALES INCORPORATED**

It is hereby certified that:

1. The name of the Corporation (hereinafter called the "corporation") is  
PWJC Insurance Sales Incorporated

2. The Certificate of Incorporation of the Corporation is hereby amended by  
striking out Article I thereof and by substituting in lieu of said Article the following new  
Article:

**ARTICLE I**

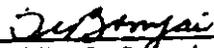
**NAME**

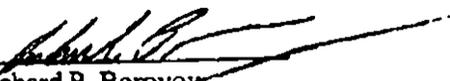
The name of the Corporation is:

UBS Financial Services Insurance Agency Inc.

3. The amendment of the Certificate of Incorporation herein certified has  
been duly adopted and written consent has been given in accordance with the provisions of  
Sections 228 and 242 of the General Corporation Law of the State of Delaware.

Signed on February 14, 2005

  
\_\_\_\_\_  
Geraldine L. Banyai  
Secretary

  
\_\_\_\_\_  
Richard P. Borovoy  
Assistant Secretary

(s:borovoy/ubsfs insurance agency inc.)

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 03:37 PM 02/16/2005  
FILED 03:28 PM 02/16/2005  
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