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Commonwealth of Kentucky

OFFICE OF
SECRETARY OF STATE

FRANCIS JONES MILLS
Secretary



FRANKFORT,
KENTUCKY

AMENDED
CERTIFICATE OF AUTHORITY OF

FIRSTMARK SECURITIES, INC.

I, **FRANCIS JONES MILLS**, Secretary of State of the Commonwealth of Kentucky, do hereby certify that duplicate originals of an application of **FIRSTMARK SECURITIES, INC.**

for an amended Certificate of Authority to transact business in this state, duly signed and verified pursuant to the provisions of the Kentucky Revised Statutes Chapter 271 A, have been received in this office and are in conformance with the law.

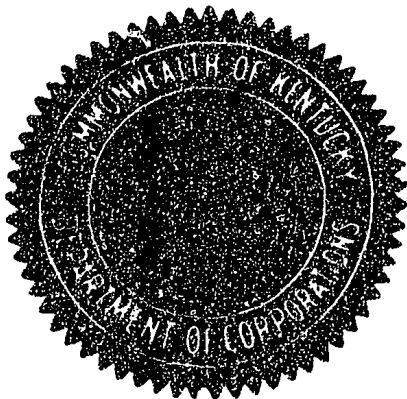
Accordingly, as Secretary of State and by virtue of the Authority vested in me by law, I hereby issue this Amended Certificate of Authority to

FIRSTMARK SECURITIES, INC.

to transact business in this state under the name of

FIRSTMARK INVESTOR SERVICES, INC.

for the purposes set forth in the application for an Amended Certificate of Authority.



SECRETARY OF STATE

Witness my official signature and seal of office this 15TH
day of OCTOBER, 19 82 at Frankfort, Kentucky.

Francis Jones Mills
SECRETARY OF STATE

ASSISTANT SECRETARY OF STATE

Commonwealth of Kentucky

OFFICE OF
SECRETARY OF STATE

DREXELL R. DAVIS
Secretary



FRANKFORT,
KENTUCKY

APPLICATION FOR AMENDED CERTIFICATE OF AUTHORITY OF

271628

FIRSTMARK SECURITIES, INC.

Pursuant to the provisions of Kentucky Revised Statutes Chapter 271A the undersigned corporation hereby applies for an Amended Certificate of Authority to transact business in Kentucky, and for that purpose submits the following statement:

First: A Certificate of Authority was issued to the above corporation by the Secretary of State of Kentucky on June 9 19 82, authorizing said corporation to transact business in the state of Kentucky under the name of Firstmark Securities, Inc.

Second: The corporate name of the corporation has been changed to Firstmark Investor Services, Inc.

Third: The name which it elects to use hereafter in Kentucky is Firstmark Investor Services, Inc.

Fourth: The corporation desires to pursue in the transaction of business in Kentucky other or additional purposes than those set forth in its prior application for a Certificate of Authority as follows:
No change

Fifth: A duly certified copy of the amendments to the articles of incorporation setting forth the above changes is attached, or has been submitted previously.

Dated October 7 19 82.

Verify by one officer.

Firstmark Securities, Inc.
CORPORATION

Dennis W. Reedy

Dennis W. Reedy

PRESIDENT

ORIGINAL COPY
FILED

SECRETARY OF STATE OF KENTUCKY
FRANKFORT, KENTUCKY

OCT 15 1982

ea \$20.00

Drexell R. Davis

SECRETARY OF STATE

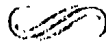
Robert Wiese

Robert Wiese

SECRETARY



State of DELAWARE

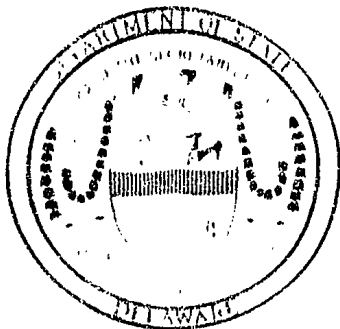


Office of SECRETARY OF STATE

I, Glenn C. Kenton, Secretary of State of the State of Delaware,
do hereby certify that the attached is a true and correct copy of

Certificate of Amendment

filed in this office on September 17, 1982



Glenn C. Kenton
Glenn C. Kenton, Secretary of State

BY

A. Myers

DATE

October 4, 1982

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION

Firststate Securities, 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 at a meeting of the Board of Directors of Firststate Securities, Inc. resolutions were duly adopted setting forth a proposed amendment of the Certificate of Incorporation of said corporation, declaring said amendment to be advisable and calling a meeting of the stockholders of said corporation for consideration thereof. The resolution setting forth the proposed amendment is as follows:

RESOLVED, that the Certificate of Incorporation of this corporation be amended by changing the Article thereof numbered " 1 " so that, as amended said Article shall be and read as follows:

"1. The name of the corporation is

FIRSTSTATE INVESTOR SERVICES, INC."

SECOND: That thereafter, pursuant to resolution of its Board of Directors, a special meeting of the stockholders of said corporation was duly called and held, upon notice in accordance with Section 222 of the General Corporation Law

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION

Firstmark Securities, 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 at a meeting of the Board of Directors of Firstmark Securities, Inc. resolutions were duly adopted setting forth a proposed amendment of the Certificate of Incorporation of said corporation, declaring said amendment to be advisable and calling a meeting of the stockholders of said corporation for consideration thereof. The resolution setting forth the proposed amendment is as follows:

RESOLVED, that the Certificate of Incorporation of this corporation be amended by changing the Article thereof numbered " 1 " so that, as amended said Article shall be and read as follows:

"1. The name of the corporation is FIRSTMARK INVESTOR SERVICES, INC."

SECOND: That thereafter, pursuant to resolution of its Board of Directors, a special meeting of the stockholders of said corporation was duly called and held, upon notice in accordance with Section 222 of the General Corporation Law of the State of Delaware at which meeting the necessary number of shares as required by statute were voted in favor of the amendment.

THIRD: That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

FOURTH: That the capital of said corporation shall not be reduced under or by reason of said amendment.

IN WITNESS WHEREOF, said Firstmark Securities, Inc.

has caused its corporate seal to be hereunto affixed and this certificate to be

signed by Dennis W. Brady its President, and Robert L. Wilson

its Secretary, this 15th

day of SEPTEMBER, 1982

By Dennis W. Brady
President

By Robert L. Wilson
Secretary

(CORPORATE SEAL)

ATTEST:

NISENBAUM AND LEDGERWOOD

Attorneys-at-Law

FIFTH FLOOR
MORRIS PLAN BUILDING
110 E. WASHINGTON STREET
INDIANAPOLIS, INDIANA 46204

NATHAN NISENBAUM
ROBERT A. LEDGERWOOD
HOWARD R. COHEN

Telephone:
AREA CODE 317
632-8308 AND 632-8300

October 12, 1982

SECRETARY OF STATE
RECEIVED

OCT 15 1982

Secretary of State of Kentucky
Capitol Building
Frankfort, Kentucky 40601-3493

COMMONWEALTH OF KENTUCKY

Re: Change of Name of Firstmark Securities, Inc.,
to Firstmark Investor Services, Inc.

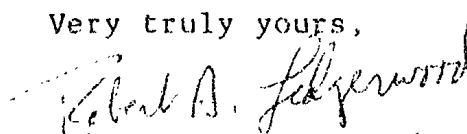
Gentlemen:

In connection with the above captioned matter, I am
enclosing herein the following:

1. Original and one copy of Application for Amended
Certificate of Authority.
2. Copy of the Certificate of Amendment certified by the
Secretary of State of Delaware.
3. Our Check Number 012731 in the amount of \$20.00.

Please file these in your office and return to my
attention the documents evidencing the change of name.

Very truly yours,


Robert A. Ledgerwood

dlr
Enclosures
5953A-203(3)