

COMMONWEALTH OF KENTUCKY
JOHN Y. BROWN III
SECRETARY OF STATE



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John Y. Brown III
Secretary of State
Received and Filed
07/03/2003 1:42:09 PM
Fee Receipt: \$40.00

APPLICATION FOR AMENDED CERTIFICATE OF AUTHORITY

Pursuant to the provisions of KRS Chapter 271B, 273 or 274, the undersigned hereby applies for an amended certificate of authority on behalf of the corporation named below and for that purpose submits the following statements:

1. The corporation is a business corporation (KRS 271B).
 a nonprofit corporation (KRS 273).
 a professional service corporation (KRS 274).

2. Prudential Securities Incorporated

(Name of corporation or fictitious name adopted for use in Kentucky)

is a corporation organized and existing under the laws of the state or country of Delaware

and received authority to transact business in Kentucky on 12/15/1981

3. The corporation's name in the state or country of incorporation has been changed to

Prudential Equity Group, Inc.

The name of the corporation to be used in Kentucky is

(If "real name" is unavailable for use)

4. The corporation's period of duration has been changed to _____

5. The corporation's state or country of incorporation has been changed to _____

6. A certificate of existence duly authenticated by the Secretary of State accompanies this application.

7. This application will be effective upon filing, unless a delayed effective date and/or time is specified:

(Delayed effective date and/or time)

Paul Waldman

Signature

Paul Waldman, Assistant Secretary

Type or Print Name & Title

Date: 7/1, 2003

Delaware

PAGE 1

The First State

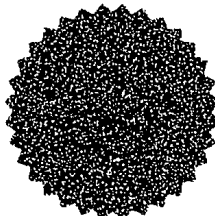
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE SAID "PRUDENTIAL SECURITIES INCORPORATED", FILED A CERTIFICATE OF AMENDMENT, CHANGING ITS NAME TO "PRUDENTIAL EQUITY GROUP, INC.", THE FIRST DAY OF JULY, A.D. 2003, AT 1:10 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "PRUDENTIAL SECURITIES INCORPORATED" WAS INCORPORATED ON THE NINETEENTH DAY OF MARCH, A.D. 1981.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE NOT HAVING BEEN CANCELLED OR DISSOLVED SO FAR AS THE RECORDS OF THIS OFFICE SHOW AND IS DULY AUTHORIZED TO TRANSACT BUSINESS.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 2507527

030436613

DATE: 07-02-03