

P02616

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

09/18

TRANSMITTAL LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Oppenheimer & Co. Inc.
(Name of corporation)

DOCUMENT NUMBER: P02616

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Dennis P. McNamara
(Name of person)

Oppenheimer & Co. Inc.
(Name of firm/company)

125 Broad Street 16th Fl
(Address)

New York, NY 10004
(City/state and zip code)

For further information concerning this matter, please call:

Betty Diaz at (212) 668-8084
(Name of person) (Area code & daytime telephone number)

Enclosed is a check for the following amount:

- \$35.00 Filing Fee \$43.75 Filing Fee & Certificate of Status \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed) \$52.50 Filing Fee, Certificate of Status & Certified Copy (Additional copy is enclosed)

Mailing Address:
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:
Amendment Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

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TALLAHASSEE, FLORIDA

P02616

(Document number of corporation (if known))

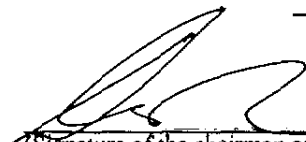
1. Fahnestock & Co. Inc.
(Name of corporation as it appears on the records of the Department of State)
2. New York 3. 07/05/1984
(Incorporated under laws of) (Date authorized to do business in Florida)

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? September 2, 2003
5. Oppenheimer & Co. Inc.
(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)
6. If the amendment changes the period of duration, indicate new period of duration.

(New duration)
7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

(New jurisdiction)



(Signature of the chairman or vice chairman of the board, president, or any officer, or if the corporation is in the hands of a receiver, trustee, or other court-appointed fiduciary, by that fiduciary)

Dennis P. McNamara
(Typed or printed name)

09/09/03
(Date)

Sr. VP / Corporate Counsel
(Title)

State of New York } **ss:**
Department of State

I hereby certify, that the Certificate of Incorporation of OPPENHEIMER & CO. INC. was filed on 12/23/1954, under the name of EDWARD A. VINER & CO., INC., fixing the duration as perpetual, and that a diligent examination has been made of the Corporate index for documents filed with this Department for a certificate, order, or record of a dissolution, and upon such examination, no such certificate, order or record has been found, and that so far as indicated by the records of this Department, such corporation is a subsisting corporation. I further certify the following:

A Certificate of Amendment was filed on 11/10/1967.

A Certificate of Amendment was filed on 12/17/1969.

A Certificate of Amendment was filed on 07/29/1971.

A Certificate of Merger was filed on 12/05/1985.

A certificate changing name to FAHNESTOCK & CO. INC. was filed on 03/21/1988.

A Biennial Statement was filed 04/12/1999.

A Biennial Statement was filed 09/19/2001.

A Biennial Statement was filed 05/01/2003.

A certificate changing name to OPPENHEIMER & CO. INC. was filed on 09/02/2003.

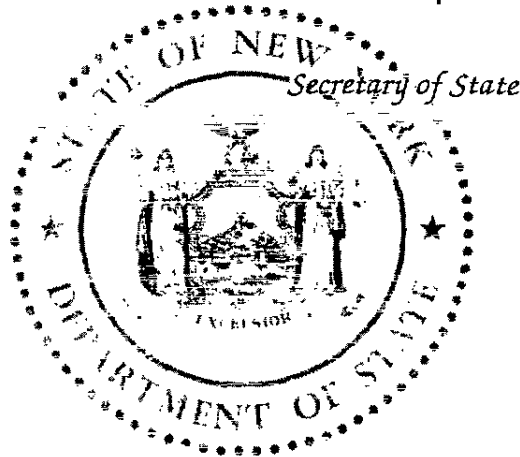
I further certify, that no other documents have been filed by such Corporation.

(page 2) - FAHNESTOCK & CO. INC.

*Witness my hand and the official seal
of the Department of State at the City
of Albany, this 08th day of September
two thousand and three.*



200309090450 41



State of New York }
Department of State } ss:

I hereby certify that the annexed copy has been compared with the original document filed by the Department of State and that the same is a true copy of said original.

Witness my hand and seal of the Department of State on

September 02, 2003



A handwritten signature in black ink, appearing to read "John A. ...", is written over a horizontal line.

Secretary of State

DOS-200 (Rev. 03/02)

"FIRST: The name of the Corporation is Oppenheimer & Co.
Inc."

FIFTH: The foregoing amendment of the certificate of incorporation of the Corporation was authorized by the consent in writing of all the members of the Board of Directors of the Corporation, followed by the written consent of holders of outstanding shares of the corporation entitled to vote on the said amendments of the certificate of incorporation, having not less than the minimum requisite proportion of votes, which has been given in accordance with Section 615 of the Business Corporation Law. Written notice has been given as and to the extent required by the said Section 615.

Dated: August 28, 2003

A handwritten signature in black ink, appearing to read "Dennis P. McNamara", is written over a horizontal line.

Dennis P. McNamara, Senior Vice President
and Assistant Secretary

RECEIVED
2003 SEP -2 AM 9:48

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CERTIFICATE OF AMENDMENT
OF THE
CERTIFICATE OF INCORPORATION
OF

Fahnestock & Co. Inc.
(Insert Name of Domestic Corporation)

Under Section 805 of the Business Corporation Law

Filer's Name Dennis P. McNamara
Address 125 Broad Street 16th FL
City, State and Zip Code New York, NY 10004

NOTE: This form was prepared by the New York State Department of State. It does not contain all optional provisions under the law. You are not required to use this form. You may draft your own form or use forms available at legal stationery stores. The Department of State recommends that all documents be prepared under the guidance of an attorney. The certificate must be submitted with a \$60 filing fee, plus the required tax on shares pursuant to § 180 of the Tax Law, if applicable.

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10cc
STATE OF NEW YORK
DEPARTMENT OF STATE

SEP 02 2003

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NEW YORK