

OHIO SECRETARY OF STATE
PROCESSING STATEMENT
05/14/96

CHARTER NUMBER: 657254
ROLL AND FRAME: 5506-0193
05506-0193

CORPORATION:

SCHWAB RETIREMENT PLAN SERVICES, INC. FORMERLY
Y HAMPTON PENSION SERVICES, INC.

DOCUMENT NUMBER	CODE	FEE
-----	----	---
26051366701	AMD	35.00
96051366701	MIS	10.00
96051366701	TIC	10.00
	CHN	NO FEE
	CHL	NO FEE

112249

RETURN TO: CORPORATE SERVICES OF OHIO, INC.
ATTN R M HARRISTON
50 W BROAD ST STE 1120
COLUMBUS OH 43215

TOTAL : 55.00

0346

05506-0194



The State of Ohio

Bob Taft

Secretary of State

657254

Certificate

It is hereby certified that the Secretary of State of Ohio has custody of the Records of Incorporation and Miscellaneous Filings; that said records show the filing and recording of: AMD HIS TIC CHN CHL

of:

SCHWAB RETIREMENT PLAN SERVICES, INC. FORMERLY HAMPTON PENSION SERVICES, IN C.

United States of America
State of Ohio
Office of the Secretary of State

Recorded on Roll 5506 at Frame 0195 of
the Records of Incorporation and Miscellaneous Filings.

Witness my hand and the seal of the Secretary of State at
Columbus, Ohio, this 13TH day of MAY ,
A.D. 19 96 .



Bob Taft
Bob Taft
Secretary of State

05506-0195

CERTIFICATE OF AMENDMENT
BY SHAREHOLDERS TO THE ARTICLES OF INCORPORATION OF

HAMPTON PENSION SERVICES, INC.

65725 ✓
APPROVEDBy.....
Date..... 5/13/96
Amount..... 35

96051366101

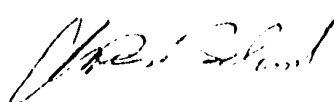
Charles R. Schwab, Chairman of the Board, and Mary B. Templeton, Secretary, of the above named Ohio corporation organized for profit, do hereby certify that in a writing signed by the sole shareholder who is entitled to notice of a meeting held for that purpose, the following resolution to amend the articles was adopted:

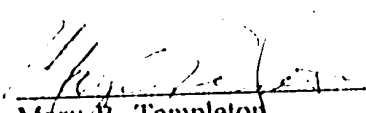
RESOLVED, that Article FIRST of the Articles of Incorporation be amended to read in its entirety as follows:

"FIRST: The name of said corporation shall be

Schwab Retirement Plan Services, Inc.
320 Springside Drive, Suite 350
Akron, Ohio 44333"

IN WITNESS WHEREOF, the above named officers, acting for and on behalf of the corporation, have hereto subscribed their names this 10th day of May, 1996.


Charles R. Schwab
Chairman of the Board


Mary B. Templeton
Secretary



CORPORATE SERVICES OF OHIO, INC.



50 West Broad Street, Suite 1120
Columbus, Ohio 43215

EXPEDITE

05506-0196

CORRESPONDENCE

Telephone
(614) 464-2400
FAX
(614) 464-1505

TO: SECRETARY OF STATE
FROM: RUTH M. HARRISTON
DATE: May 13, 1996

EXPEDITED FILING FEE 45.00

Articles of Incorporation/Organization

Certificate of:

Amendment/Amended Articles
Restatement of Art. of Org.
Amendment to Art. of Org.
Limited Partnership
Amendment of Limited Partnership
Restated Limited Partnership
Cancellation of Ltd. Partnership
Dissolution
Merger/Consolidation
Partnership with Limited Liability
Withdrawal/Reinstatement
Annual Report
Foreign License Application
Name Change/Merger Recital
Surrender/Reinstatement
Agent or Form 7 Report
Foreign Limited Liability Company
Correction/Cancellation
Foreign Limited Partnership
Correction
Trade Name/Fictitious Name
Trade Mark/Service Mark Regis.
Agent Miscellaneous Filing

OTHER:

CERTIFICATION:

EXPEDITED FILING HOLD FOR PICK UP

RETURN FILED DOCUMENT TO:

EXPEDITE

HAMPTON PENSION SERVICES, INC.

EXPEDITE

*Issue (2)
Certified Copies at
time of filing*

RECEIVED

MAY 13 1996

BOB TAFT
SECRETARY OF STATE

CS 111/6/95

PROMPT PROFESSIONAL SERVICE