

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF

VAN KAMPEN AMERICAN CAPITAL DISTRIBUTORS, INC.

Van Kampen American Capital Distributors, Inc. (the "Corporation"), a corporation organized and existing under and virtue of the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY:

FIRST: That the Board of Directors of the Corporation, by the unanimous written consent of its members, filed with the minutes of the board, duly adopted a resolution proposing and declaring advisable the following amendment to the Certificate of Incorporation of said corporation:

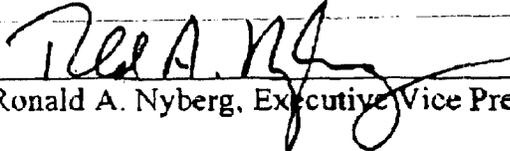
RESOLVED, that the Certificate of Incorporation of the Corporation be amended by changing the FIRST Article thereof so that, as amended said Article shall be and read as follows:

"The name of the Corporation shall be Van Kampen Funds Inc."

SECOND: That in lieu of a meeting and vote of stockholders, the stockholders have given "unanimous" written consent to said amendment in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware to every stockholder entitled to such notice.

THIRD: That said amendment was duly adopted in accordance with the applicable the provisions of Section 242 and 228 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, said corporation has caused this certificate to be signed by its Executive Vice President, this 11th day of July, 1998.

By 
Ronald A. Nyberg, Executive Vice President