





State of Delaware  
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "NORWEST CORPORATION", CHANGING ITS NAME FROM "NORWEST CORPORATION" TO "WELLS FARGO & COMPANY", FILED IN THIS OFFICE ON THE SECOND DAY OF NOVEMBER, A.D. 1998, AT 4:34 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



*Edward J. Freel*

Edward J. Freel, Secretary of State

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AUTHENTICATION: 9386109

DATE: 11-04-98

TRADEMARK  
REEL: 002152 FRAME: 0532



NORWEST CORPORATION  
CERTIFICATE OF AMENDMENT  
OF  
CERTIFICATE OF INCORPORATION

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Pursuant to Section 242 of the  
General Corporation Law of the State of Delaware

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We, Stanley S. Stroup, Executive Vice President, and Laurel A. Holschuh, Secretary, of Norwest Corporation, a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Corporation"), do hereby certify:

FIRST: That by unanimous written consent of the Board of Directors of the Corporation duly adopted on September 8, 1998, resolutions were adopted proposing an amendment, as hereinafter set forth, of the Restated Certificate of Incorporation of the Corporation, declaring the advisability of such amendment, and directing that the amendment be presented for the consideration of the stockholders of the Corporation at a special meeting of such stockholders.

SECOND: That at the special meeting of all such stockholders entitled to vote on the amendment hereinafter set forth, held on October 20, 1998, and called in accordance with the relevant provisions of the General Corporation Law of the State of Delaware, the holders of a majority of the outstanding shares of common stock of the Corporation voted in favor of such amendment, as hereinafter set forth, to the Restated Certificate of Incorporation of the Corporation.

THIRD: The aforesaid amendment to the Restated Certificate of Incorporation shall become effective at 5:01 p.m. Eastern Standard Time on the date of its filing with the Secretary of State of the State of Delaware.

FOURTH: That there has been duly adopted, in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware, an amendment of the Restated Certificate of Incorporation of the Corporation, as follows:

1. Article FIRST shall be amended to state in its entirety:

FIRST: The name of this corporation is Wells Fargo & Company.

IN WITNESS WHEREOF, NORWEST CORPORATION has caused its corporate seal to be hereunto affixed and this Certificate to be signed by Stanley S. Stroup, its Executive Vice President, and attested by Laurel A. Holschuh, its Secretary, this 2nd day of November, 1998.

NORWEST CORPORATION

(Corporate Seal)

By: Stanley S. Stroup  
Executive Vice President

ATTEST:

Laurel A. Holschuh  
Secretary