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U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

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Tab settings

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies): 12-23-02 Southwest Securities Group, Inc. Individual(s) Association General Partnership Limited Partnership X Corporation-State Delaware Other Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies) Name: SWS Group, Inc. Internal Suite 3500 Address: Street Address: 1201 Elm Street City: Dallas State: TX Zip: 75270 Individual(s) citizenship Association General Partnership Limited Partnership X Corporation-State Delaware Other If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No (Designations must be a separate document from assignment) Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance: Assignment Merger Security Agreement X Change of Name Other Execution Date: November 8, 2001

4. Application number(s) or registration number(s): A. Trademark Application No.(s) 76/069710 B. Trademark Registration No.(s) Additional number(s) attached Yes X No

5. Name and address of party to whom correspondence concerning document should be mailed: Name: Nicole B. Emmons Baker & McKenzie Internal Address: 2300 Trammell Crow Center Street Address: 2001 Ross Avenue, Suite 2300 City: Dallas, State: Texas Zip: 75201

6. Total number of applications and registrations involved: 1 7. Total fee (37 CFR 3.41): \$40.00 X Enclosed Authorized to be charged to deposit account 8. Deposit account number: 13-0480 (Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. Statement and signature. To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document. Nicole B. Emmons Signature 12-18-02 Date

Total number of pages including cover sheet, attachments, and document: 3

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Main documents to be recorded with required cover sheet information to: Commissioner of Patent & Trademarks, Box Assignments Washington, D.C. 20231

State of Delaware
Office of the Secretary of State PAGE 1

I, HARRIET SMITH WINDSOR, 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 "SOUTHWEST SECURITIES GROUP, INC.", CHANGING ITS NAME FROM "SOUTHWEST SECURITIES GROUP, INC." TO "SWS GROUP, INC.", FILED IN THIS OFFICE ON THE EIGHTH DAY OF NOVEMBER, A.D. 2001, AT 5:30 O'CLOCK P.M.

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



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 1437375

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DATE: 11-09-01

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 DIVISION OF CORPORATIONS
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CT CORPORATION

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**CERTIFICATE OF AMENDMENT
 TO THE
 CERTIFICATE OF INCORPORATION
 OF
 SOUTHWEST SECURITIES GROUP, INC.**

Pursuant to the provisions of Section 242 of the General Corporation Law of the State of Delaware, Southwest Securities Group, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Corporation"), does hereby certify:

FIRST: That at a meeting of the Board of Directors of the Corporation resolutions were duly adopted setting forth a proposed amendment of the Certificate of Incorporation of the Corporation, declaring said amendment to be advisable and calling a meeting of the stockholders of said Corporation for consideration thereof. The resolution setting forth the proposed amendment is as follows:

RESOLVED, that the Certificate of Incorporation of this corporation be amended by changing the Article thereof numbered "1" so that, as amended, said Article shall be and read as follows:

"The name of the corporation is SWS Group, Inc."

SECOND: That thereafter, pursuant to resolution of the Board of Directors, an annual meeting of the stockholders of said Corporation was duly called and held upon notice in accordance with Section 222 of the General Corporation Law of the State of Delaware, at which meeting the necessary number of shares as required by statute were voted in favor of the amendment.

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

FOURTH: That this Certificate of Amendment shall be effective upon the filing hereof.

IN WITNESS WHEREOF, the Corporation has caused this Amendment to its Certificate of Incorporation to be signed by Allen R. Tubb its Secretary, this 8th day of November, 2001.


 Allen R. Tubb, Secretary

TOTAL P.02