

Additional Conveying party:

Wanger Asset Management, L.P.
227 West Monroe
Street, Suite 3590
Chicago, IL 60606
(a Delaware limited partnership)

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 MERGER, WHICH MERGES:

"WAM ACQUISITION L.P.", A DELAWARE LIMITED PARTNERSHIP,
WITH AND INTO "WANGER ASSET MANAGEMENT, L.P." UNDER THE NAME
OF "LIBERTY WANGER ASSET MANAGEMENT, L.P.", A LIMITED
PARTNERSHIP ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE
OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE
TWENTY-NINTH DAY OF SEPTEMBER, A.D. 2000, AT 3:15 O'CLOCK P.M.



Edward J. Freel

Edward J. Freel, Secretary of State

2292133 #100M

001494330

AUTHENTICATION: 0708724

DATE: 09-29-00

TRADEMARK
REEL: 002698 FRAME: 0481

CERTIFICATE OF MERGER
OF
WAM ACQUISITION L.P.
AND
WANGER ASSET MANAGEMENT, L.P.

Pursuant to Title 6, Section 17-211 of the Delaware Code, the undersigned surviving limited partnership submits the following Certificate of Merger for filing and certifies to the following information relating to the merger of WAM Acquisition L.P. with and into Wanger Asset Management, L.P. (the "Merger"):

1. The name and jurisdiction of formation of each of the domestic limited partnerships (each a "Constituent Limited Partnership" and collectively the "Constituent Limited Partnerships") which are to merge are:

<u>Name</u>	<u>Jurisdiction</u>
WAM Acquisition L.P.	Delaware
Wanger Asset Management, L.P.	Delaware

2. An agreement and plan of merger (the "Agreement") has been approved and executed by each of the Constituent Limited Partnerships.

3. The name of the surviving limited partnership is Wanger Asset Management, L.P. (the "Surviving Limited Partnership") which will continue in existence as the Surviving Limited Partnership under the name of Liberty Wanger Asset Management, L.P., upon the effective date of the Merger pursuant to the laws of the State of Delaware.

4. The Certificate of Limited Partnership of said Surviving Limited Partnership shall be amended to change Article 1 as follows:

1. The name of the Partnership is Liberty Wanger Asset Management, L.P.

NO

5. The Certificate of Limited Partnership of said Surviving Limited Partnership shall be further amended to change Article 3 as follows:

3. The name and business address of the general partner is:

WAM Acquisition GP, Inc.
600 Atlantic Avenue, 24th Floor
Boston, Massachusetts 02110-2211

6. The Merger shall become effective upon filing of this Certificate of Merger in accordance with the provisions of Title 6, Section 17-211 of the Delaware Code.

7. The Agreement is on file at the principal place of business of the Surviving Limited Partnership which is located at 600 Atlantic Avenue, 24th floor, Boston, Massachusetts 02210-2211.

8. A copy of the Agreement will be furnished by the Surviving Limited Partnership, on request and without cost, to any partner of any of the Constituent Limited Partnerships.

[Signature page follows]

IN WITNESS WHEREOF, this Certificate of Merger has been duly executed as of the 29th day of September, 2000 and is being filed in accordance with Title 6, Sec. 17-211 by an authorized person of the Surviving Limited Partnership.

WAM Acquisition GP, Inc.

By: /s/ Lindsay Cook
Lindsay Cook, President

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