

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 951043

The Registrar of Companies for England and Wales hereby certifies that

MERRILL LYNCH INVESTMENT MANAGERS GROUP LIMITED

having by special resolution changed its name, is now incorporated
under the name of

BLACKROCK GROUP LIMITED

Given at Companies House, London, the 2nd October 2006



C009510431



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

Company No: 951043

402929.

**THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES**

**WRITTEN RESOLUTION
OF
MERRILL LYNCH INVESTMENT MANAGERS GROUP LIMITED**

We, the undersigned, being all the Members of the above Company, for the time being entitled to receive notice of, attend and vote at General Meetings, hereby unanimously pass the following special resolution and agree that the said special resolution shall for all purposes be as valid and effective as if the same had been passed at a General Meeting of the company duly convened and held.

SPECIAL RESOLUTION

"THAT the name of the company be changed to BlackRock Group Limited".

Dated this ~~2nd~~ day of ~~September~~ 2006.



Signed :

For and on behalf of
Merrill Lynch Investment Managers
Cayman 1 Limited

For and on behalf of
Merrill Lynch Investment Managers
Cayman 2 Limited

Registered Office:
33 King William Street
London EC4R 9AS

Certified a true copy.

Debra A Searle

*for and on behalf of
Merrill Lynch Corporate*

*Series Limited
Secretary*

29.9.2006