

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 2505767

The Registrar of Companies for England and Wales hereby certifies that
CANTOR FITZGERALD GILTS

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

Given at Companies House, Cardiff, the 19th July 2000



C02505767I



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



C O M P A N I E S H O U S E

HC006B

002692

SPECIAL RESOLUTION ON CHANGE OF NAME
COMPANIES ACT

COMPANY NUMBER 2505767

COMPANY NAME Cantor Fitzgerald Gilts


By written resolution on the 20th day of June

The following Special Resolution was duly passed:

That the name of the Company be changed to:

NEW NAME Cantor Fitzgerald Europe

Signature:


~~Chairman, Director, Secretary or Officer~~ of the Company

Notes:

* Please delete as appropriate

NB. The copy Resolution must be filed with the Registrar of Companies within 15 days after the passing of the Resolution. Please insert name and address to which the certificate is to be sent:

Mark Snelling
Assistant General Counsel
Cantor Fitzgerald International
One America Square
London EC3N 2LS

