FILE COPY



CERTIFICATE OF INCORPORATION

ON CHANGE OF NAME

AND RE-REGISTRATION OF LIMITED COMPANY

AS UNLIMITED

Company No. 2505767

The Registrar of Companies for England and Wales hereby certifies that

CANTOR FITZGERALD (GILTS) LIMITED

formerly registered as limited having changed its name and having this day been re-registered under the Companies Act 1985 as unlimited is now incorporated under the name of

CANTOR FITZGERALD GILTS

Given at Companies House, London, the 22nd September 1992

MR. C. CARR

For The Registrar Of Companies