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**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 3017046

The Registrar of Companies for England and Wales hereby certifies that

TRUSHELFCO (NO. 2061) LIMITED

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

CATER ALLEN GLOBAL MARKETS LIMITED

Given at Companies House, London, the 27th April 1995



C03017046Q

L. Mills

MRS L. MILLS

For The Registrar Of Companies



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

No: 3017046



THE COMPANIES ACT 1985 (AS AMENDED)

Company limited by shares

RESOLUTIONS

of

TRUSHELFCO (NO. 2061) LIMITED

At an Extraordinary General Meeting of the above-named Company duly convened and held on *27th April* 1995 the following resolutions were passed as special resolutions:-

RESOLUTIONS

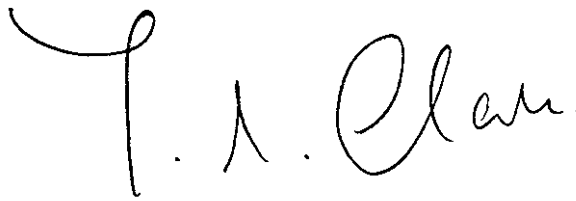
1. That the name of the Company be changed to Cater Allen Global Markets Limited.
2. That the Articles of Association of the Company be amended by the deletion of Article 27 and replacing it with the following:-

"27. (a) If the Company has a seal it shall only be used with the authority of the Directors or of a committee of Directors. The Directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a Director and by the Secretary or second Director. The obligation under Clause 6 of Table A relating to the sealing of share certificates shall apply only if the Company

Dec 9/97
John James
SLAUGHTER AND MAY
35 BASINGHALL STREET
LONDON EC2V 5DB
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has a seal. Clause 101 of Table A shall not apply to the Company.

(b) The Company may exercise the powers conferred by section 39 of the Act with regard to having an official seal for use abroad, and such powers shall be vested in the Directors."

A handwritten signature in cursive script, appearing to read "T. H. Chan.", is written in black ink.

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Chairman of the meeting