

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 3489929

The Registrar of Companies for England and Wales hereby certifies that

BGC BROKERS LIMITED

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

CANTOR FITZGERALD SERVICES LIMITED

Given at Companies House, London, the 1st June 2006



C034899290



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

007961

Private & Confidential

BGC BROKERS LIMITED

(Registered in England – No. 3489929)

WRITTEN RESOLUTION

(Passed 31 May 2006)

Pursuant to section 381A Companies Act 1985 the following Resolution is hereby passed as a Special Resolution:

THAT the name of the Company be and it is hereby changed to Cantor Fitzgerald Services Limited with effect from 1 June 2006.

Signed by, or by their duly authorised representatives on behalf of, all the members of the Company who at the date of the Resolution (being the date when the Resolution is signed by or on behalf of the last member to sign) would be entitled to attend and vote at a general meeting of the Company had the Resolution been put to such a meeting:

Signature:



Name: STEPHEN BARTLETT

Duly authorised for and on behalf of

BGC Brokers Limited

Date: 31 May 2006

