

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 3766757

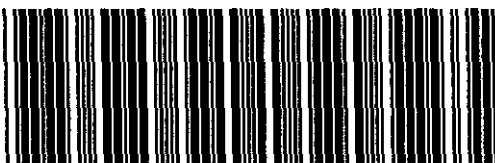
The Registrar of Companies for England and Wales hereby certifies that

BNY CLEARING SERVICES INTERNATIONAL LIMITED

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

BNY SECURITIES LIMITED

Given at Companies House, London, the 25th January 2002



C037667570

For The Registrar Of Companies



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

S/day N/c
BNY 001595
001628

Company No. 3766757

BNY Clearing Services International Limited
(the 'Company')

WRITTEN RESOLUTION

Dated 23rd day of January 2002,

We, BNY International Financing Corporation, being the only Member for the time being of the Company in terms of section 381(A) of the Companies Act 1985, as amended, hereby pass the following Resolution as a Special Resolution and agree that the Resolution shall, pursuant to the said Section 381(A), 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.

It was **RESOLVED** as a **SPECIAL RESOLUTION**:

that the name of the Company be changed to "BNY Securities Limited".

Clifford Morris

For and on behalf of
BNY Secretaries (UK) Limited
Secretary.



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COMPANIES HOUSE

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