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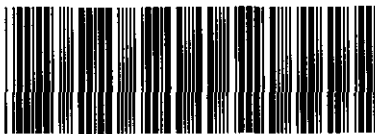
**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 3766757

The Registrar of Companies for England and Wales hereby certifies that
BHF SECURITIES INTERNATIONAL LIMITED

having by special resolution changed its name, is now incorporated
under the name of
BNY CLEARING SERVICES INTERNATIONAL LIMITED

Given at Companies House, Cardiff, the 1st August 2000



C037667570



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES

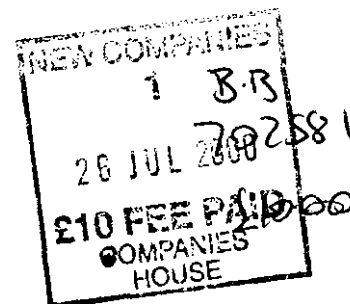


C O M P A N I E S H O U S E

HC006B

702581

Number of Company: 3766757



The Companies Act 1985
Company Limited by Shares
Special Resolution
Of
BHF Securities International Limited

Passed Tuesday 18 July 2000

At an **Extraordinary General Meeting** of the above named Company, duly convened and held at 590 Madison Avenue, 28th Floor, New York, NY 10022 on Tuesday 18 July 2000 at 11.00am, subjoined **Special Resolution** was duly passed.
viz:

Resolution

That with the sanction of the Department of Trade the name of the company be changed to BNY Clearing Services International Limited.

.....
Chairman - F LaSalla

A handwritten signature in black ink, appearing to be "F LaSalla", written over a dotted line.

