

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 3769030

The Registrar of Companies for England and Wales hereby certifies that
GOLDMAN SACHS (ECHO) HOLDINGS

having by special resolution changed its name, is now incorporated
under the name of
GOLDMAN SACHS GROUP HOLDINGS (U.K.)

Given at Companies House, Cardiff, the 24th October 2001



C03769030N



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

HC006B

Company No. 3769030

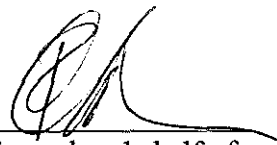
WRITTEN RESOLUTION OF THE SHAREHOLDERS OF
GOLDMAN SACHS (ECHO) HOLDINGS
(the "Company")

Pursuant to Section 381A of the Companies Act 1985, the undersigned, being all the shareholders of the Company, duly adopted the following resolution on 17 October 2001:

IT IS HEREBY RESOLVED, that the name of the Company be changed to Goldman Sachs Group Holdings (U.K.).



for and on behalf of
Goldman Sachs Holdings (U.K.)



for and on behalf of
Goldman Sachs (UK) L.L.C.

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