



FILE COPY

**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 3770004

The Registrar of Companies for England and Wales hereby certifies that

RCG GAIN LIMITED

having changed its name, is now incorporated under the name of

GAINS CAPITAL - FOREX.COM UK LIMITED

Given at Companies House on **15th December 2008**



C03770004E



Companies House

for the record



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES

020655/100

Company number: 03770004

RCG GAIN LIMITED

(THE "COMPANY")

**THE COMPANIES ACT 1985 AND 2006
WRITTEN RESOLUTIONS OF THE MEMBERS
OF THE COMPANY
Passed on December 8, 2008**



We, the undersigned, being the only member for the time being of the Company entitled to receive notice of and attend and vote at general meetings hereby pass the following written resolution as a special resolution pursuant to the Company's articles of association and Section 288 of the Companies Act 2006 and confirm that the said resolution shall for all purposes be as valid as if the same had been passed at general meeting of the Company duly convened and held.

Special Resolution

1. THAT the Company's name be and hereby is changed to "Gains Capital – Forex.com UK Limited."

Signed: _____

**For and on behalf of Gain Capital
Group, LLC**

Date: 12/08/08

