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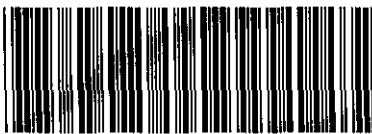
**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 4324886

The Registrar of Companies for England and Wales hereby certifies that
GRANDINTRO LIMITED

having by special resolution changed its name, is now incorporated
under the name of
E*TRADE GLOBAL SERVICES LIMITED

Given at Companies House, Cardiff, the 28th February 2002



C04324886R



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

125567

Company Number: 4324886

THE COMPANIES ACTS 1985 AND 1989

27 FEB 2002

COMPANY LIMITED BY SHARES

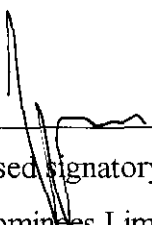
WRITTEN RESOLUTION

OF

GRANDINTRO LIMITED

The following written resolution was passed by the Company pursuant to Section 381A Companies Act 1985 (as amended by the Companies Act 1989) on 22 February 2002.

1. THAT the name of the Company be changed to E*TRADE Global Services Limited



duly authorised signatory for and on behalf of
Abogado Nominees Limited