



**FILE COPY**

**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

Company No. 5162008

The Registrar of Companies for England and Wales hereby certifies that

**ICAP FUTURES LIMITED**

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

**ICAP HOLDINGS (LATIN AMERICA) LIMITED**

Given at Companies House on **11th September 2009**



**\*C05162008A\***



*Companies House*  
— for the record —



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES

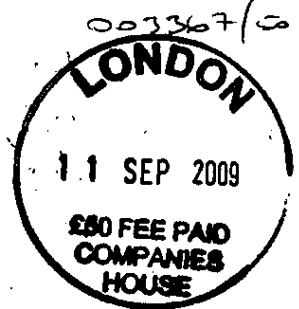
Company No. 05162008

The Companies Acts 1985 to 2006

Written Resolution

of

ICAP Futures Limited (the "Company")



We the undersigned being all the members of the company who at the circulation date of this resolution (as defined in section 290 of the Companies Act 2006 ("the Circulation Date")) would have been entitled to vote on this resolution, hereby agree, pursuant to Chapter 2, Part 13 of the Companies Act 2006, to the following resolution proposed as a special resolution.

It is resolved THAT:

**the name of the Company be changed to ICAP Holdings (Latin America) Limited.**

Dated this 10 day of September 2009

Signed:



For and on behalf of ICAP Holdings Limited

#### NOTES

1. To signify your agreement to the resolution, please sign and date this document where indicated above and return it to the Company using one of the following methods:

**By Hand:** delivering the signed copy to the Company at its registered office marked for the attention of the Company Secretary.



**Post:** returning the signed copy by post to the Company at its registered office marked for the attention of the Company Secretary.

**E-mail:** by attaching a scanned copy of the signed document to an e-mail and sending it to Erika Norris at [erika.norris@icap.com](mailto:erika.norris@icap.com). Please enter "ICAP Equities Limited Written Resolution" in the e-mail subject box.

2. Once you have indicated your agreement to the resolution, you may not revoke your agreement.
3. If the resolution is not passed by the end of the period of 28 days beginning with the Circulation Date it will lapse.