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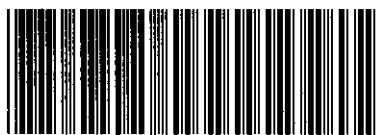
**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

Company No. 5347441

The Registrar of Companies for England and Wales hereby certifies that  
LYNCH, JONES & RYAN LIMITED

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

Given at Companies House, Cardiff, the 21st October 2005



\*C05347441K\*



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES



*Companies House*  
— for the record —

007332/10

Company No. 5347441

THE COMPANIES ACTS 1985 and 1989

PRIVATE COMPANY LIMITED BY SHARES

**Lynch, Jones & Ryan Limited**  
(the 'Company')

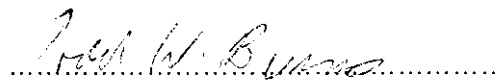
WRITTEN RESOLUTION

We, Lynch, Jones & Ryan, Inc., being the only Member for the time being of the Company in terms of section 381(A) of the Companies Act 1985, as amended, hereby pass the following Written Resolution and agree that the Resolution shall, pursuant to the said Section 381(A), for all purposes be as valid and effective as if the same had been passed at a general meeting of the Company duly convened and held.

**RESOLVE:**

that the name of the Company be changed to "BNY Directorate Services Limited".

Dated this 7<sup>th</sup> day of October 2005,

  
For and on behalf of  
Lynch, Jones & Ryan, Inc.

