

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 5552906

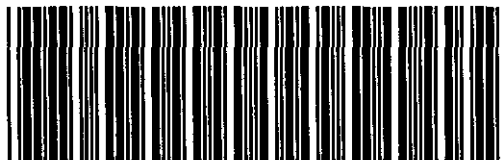
The Registrar of Companies for England and Wales hereby certifies that

CMC MARKETS UK LIMITED

having by special resolution changed its name, is now incorporated
under the name of

CMC GROUP LIMITED

Given at Companies House, London, the 19th September 2005



C05552906I



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

Company no. 5552906

**THE COMPANIES ACTS 1985 AND 1989
COMPANY LIMITED BY SHARES
WRITTEN RESOLUTION**

of

CMC MARKETS UK LIMITED



In accordance with the articles of association of the CMC Markets UK Limited (the "Company") we, being all the members of the Company who, at the date of these written resolutions, are entitled to receive notice of and to attend and vote at a general meeting of the Company **hereby resolve** that the following written resolution shall take effect as a special resolution.

That the name of the Company be changed to CMC Group Limited.

Signature:

CMC Group plc

Dated:

19 September 2005

