



FILE COPY

**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 6444051

The Registrar of Companies for England and Wales hereby certifies that

ICAP EQUITIES (NO.1) LIMITED

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

ICAP EQUITIES LIMITED

Given at Companies House on **26th February 2008**



C06444051P



Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES

089781/60

**WRITTEN RESOLUTION
OF
ICAP EQUITIES (NO 1) LTD (the 'Company')**
Private company limited by shares
Company number 06444051



WRITTEN RESOLUTION

22 February 2008

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 and to a board resolution passed today, the directors of the Company propose that the following resolution is passed as a special resolution ('Resolution')

SPECIAL RESOLUTION

THAT the name of the Company be changed to ICAP Equities Limited

AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the Resolution

The undersigned, a person entitled to vote on the Resolution on 22 February 2008, hereby irrevocably agrees to the Resolution

For and on behalf of Intercapital plc

P A Brennan

Date

22 February 2008

NOTES

1 If you agree with the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning the signed version either by hand or by post to the Assistant Secretary, ICAP Equities (No 1) Ltd, 2 Broadgate, London EC2M 7UR

You may not return the Resolution to the Company by any other method

If you do not agree to the Resolution, you do not need to do anything you will not be deemed to agree if you fail to reply

2 Once you have indicated your agreement to the Resolution, you may not revoke your agreement

3 Unless, by 25 February 2008, sufficient agreement has been received for the Resolution to pass, it will lapse If you agree to the Resolution, please ensure that your agreement reaches us before or during this date

