

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 162175

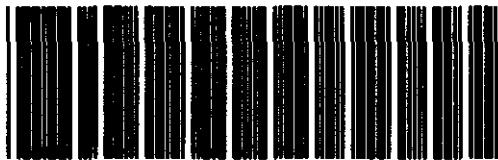
The Registrar of Companies for England and Wales hereby certifies that

LAZARD BROTHERS & CO. LIMITED

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

LAZARD BANK LIMITED

Given at Companies House, London, the 1st August 2000



N. Richards.
MR. N. RICHARDS

C001621750

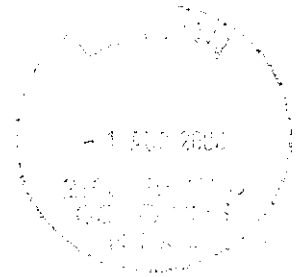
For The Registrar Of Companies



C O M P A N I E S H O U S E

COMPANY NO: 162175

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
WRITTEN RESOLUTION OF
LAZARD BROTHERS & CO., LIMITED
("the Company")



In accordance with article 55 of the articles of association of the Company, we, the undersigned, being all the Members of the Company hereby **RESOLVE** that the following resolution shall be valid and effective as if it had been passed at a general meeting of the Company duly convened and held:-

IT WAS RESOLVED that the name of the Company be changed to "Lazard Bank Limited".

Signed.....*Jeremy Stone*.....
For and on behalf of Lazard & Co., Holdings
Limited

Signed.....*L. L. L.*.....
For and on behalf of Marehome

Date*26th JULY 2000*.....

Date*26th JULY 2000*.....

NIC 6100
NW 049949
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COMPANIES ACT 1985

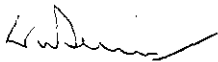
LAZARD BROTHERS & CO., LIMITED

COMPANY LIMITED BY SHARES

COMPANY № 162175

By a written resolution dated 26th July 2000 the following resolution was passed.

THAT the name of the Company be changed to "Lazard Bank Limited".



.....
Company Secretary

Presented by:
Anne Bamford
Lazard Brothers & Co., Limited
21 Moorfields
London
EC2P 2HT