

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 2489763

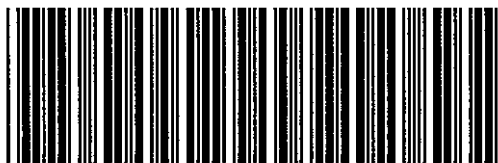
The Registrar of Companies for England and Wales hereby certifies that

GREENWICH NATWEST LIMITED

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

NATWEST CAPITAL MARKETS LIMITED

Given at Companies House, London, the 1st September 1998



C024897630

S. Bashar.

MISS S. BASHAR

For The Registrar Of Companies



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

Company Number: 2489763



THE COMPANIES ACT 1985

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION OF

GREENWICH NATWEST LIMITED

Dated this 28th day of August 1998

The following resolution was passed as a written resolution of the Company in accordance with Section 381A Companies Act 1985 on 28 August 1998 which would otherwise have been required to be a Special Resolution:

THAT the name of the Company be changed to NATWEST CAPITAL MARKETS LIMITED.


S E LEWIS
COMPANY SECRETARY

Resoluts/GNW.13

N/c. K100 -
NW 85600 Y
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