

02530163
28 - 05 - 98

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 2530163

The Registrar of Companies for England and Wales hereby certifies that
BZW DERIVATIVES LIMITED

having by special resolution changed its name, is now incorporated
under the name of
EXSHELFCO (BDC) LIMITED

Given at Companies House, Cardiff, the 30th May 1998



C02530163T

N. Butler
N. BUTLER

For the Registrar of Companies



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

HC006B

28 - 05 - 98

CON 02474/HFS

BZW Derivatives Limited

Company Number: 2530163



Written Resolution of: The Members of the Company

Dated 29 April 1998

We, being all the Members who at the date hereof would be entitled to attend and vote at a general meeting of the Company, hereby RESOLVE THAT the name of the Company be changed to

EXSHELFCO (BCD) LIMITED

with effect from 30 May 1998.

Ac E. [Signature]
 Director for and on behalf of
 Barclays Holdings Limited

Ian Wemy
 Director for and on behalf of
 Barclays Group Limited



CERTIFIED A TRUE COPY

Ian Wemy
 COMPANY SECRETARY