

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

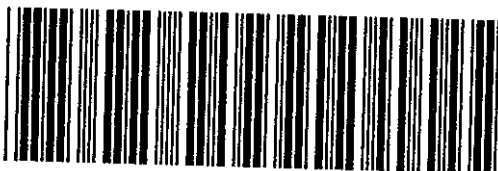
Company No. 3021535

The Registrar of Companies for England and Wales hereby certifies that
842ND SHELF TRADING COMPANY LIMITED

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

BARINGS BANK LIMITED

Given at Companies House, London, the 6th March 1995



C03021535V

A handwritten signature in cursive script, reading "L. Mills".

MRS L. MILLS
For The Registrar Of Companies



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

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES



SPECIAL RESOLUTION

- of -

842ND SHELF TRADING COMPANY LIMITED

(Passed 5th March 1995)

At an Extraordinary General Meeting of the above-named Company duly convened and held on 5th March 1995 at 65 Holborn Viaduct, London EC1A 2DY the following Resolution was duly passed as a Special Resolution:

SPECIAL RESOLUTION

That the name of the Company be changed to Barings Bank Limited.

Signed: *P. Anlun*

Chairman of the Meeting