

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 1929333

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

having by special resolution changed its name, is now incorporated
under the name of
BARCLAYS CAPITAL SECURITIES LIMITED

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



C01929333T

N. Butler
N. BUTLER

For the Registrar of Companies



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

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BZW Securities Limited

Company Number: 1929333



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

BARCLAYS CAPITAL SECURITIES LIMITED

with effect from 30 May 1998.

Alan...
.....
Director for and on behalf of
Ebbgate Holdings Limited

W. M. ...
.....
Director for and on behalf of
Ebbgate Group Limited

Ian Wray
.....
Assistant Secretary for and on behalf of
Barclays Bank PLC



CERTIFIED A TRUE COPY

Ian Wray
COMPANY SECRETARY