

State of Idaho

Office of the Secretary of State

AMENDED CERTIFICATE OF AUTHORITY

OF

BANKERS TRUST COMPANY

File Number C 19831

I, PETE T. CENARRUSA, Secretary of the State, hereby certify that an Application for Amended Certificate of Authority, has been received in this office and is found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Amended Certificate of Authority to reflect the name change from **BANKERS TRUST COMPANY** to **DEUTSCHE BANK TRUST COMPANY AMERICAS** and attach hereto a duplicate of the application for such amended certificate.

Dated: July 16, 2002



Pete T. Cenarrusa
SECRETARY OF STATE

By *Natalie Kennedy*



(Instructions on back of application)

Pursuant to Section 30-1-1504, Idaho Code, the undersigned Corporation hereby applies for an amended certificate of authority to transact business in the State of Idaho and for that purpose submits the following statement. Complete only applicable items.

1. A Certificate of Authority was issued to the corporation by your office on October 8, 1937
authorizing it to transact business in the State of Idaho under the name of BANKERS TRUST COMPANY
2. Its corporate name has been changed to DEUTSCHE BANK TRUST COMPANY AMERICAS
3. The name which it shall use hereafter in the State of Idaho is DEUTSCHE BANK TRUST COMPANY AMERICAS
4. It has changed its jurisdiction of incorporation, without a change of corporate identity to: N/A

Dated: July 3, 2002 DEUTSCHE BANK TRUST COMPANY AMERICAS

(Corporation Name)

Signature

Typed Name

Capacity VICE PRESIDENT AND ASST. SECRETARY

Customer Acct # :

(if using pre-paid account)

Secretary of State Use only

IDAHO SECRETARY OF STATE

07/16/2002 05:00

CK: 270697 CT: 161951 BH: 477433
1 @ 30.00 = 30.00 AMEND CERT # 2

State of New York
Banking Department

I, **P. VINCENT CONLON**, Deputy Superintendent of Banks of the State of New York, **DO HEREBY CERTIFY:**

THAT, the records in the Office of the Superintendent of Banks indicate that **BANKERS TRUST COMPANY** is a corporation duly organized and existing under the laws of the State of New York as a trust company, pursuant to Article III of the Banking Law; and

THAT, the Organization Certificate of **BANKERS TRUST COMPANY** was filed in the Office of the Superintendent of Banks on March 5, 1903, and such corporation was authorized to commence business on March 24, 1903; and

THAT, the following amendments to its Organization Certificate have been filed in the Office of the Superintendent of Banks as of the dates specified:

Certificate of Amendment of Certificate of Incorporation providing for an increase in number of directors - filed on January 14, 1905

Certificate of Amendment of Certificate of Incorporation providing for an increase in capital stock - filed on August 4, 1909

Certificate of Amendment of Certificate of Incorporation providing for an increase in number of directors - filed on February 1, 1911

Certificate of Amendment of Certificate of Incorporation providing for an increase in number of directors - filed on June 17, 1911

Certificate of Amendment of Certificate of Incorporation providing for an increase in capital stock - filed on August 8, 1911

Certificate of Amendment of Certificate of Incorporation providing for an increase in number of directors - filed on August 8, 1911

Certificate of Amendment of Certificate of Incorporation providing for an increase in capital stock - filed on March 21, 1912

State of New York
Banking Department

Certificate of Amendment of Certificate of Incorporation providing for a decrease in number of directors - filed on January 15, 1915

Certificate of Amendment of Certificate of Incorporation providing for a decrease in number of directors - filed on December 18, 1916

Certificate of Amendment of Certificate of Incorporation providing for an increase in capital stock - filed on April 20, 1917

Certificate of Amendment of Certificate of Incorporation providing for an increase in number of directors - filed on April 20, 1917

Certificate of Amendment of Certificate of Incorporation providing for an increase in capital stock - filed on December 28, 1918

Certificate of Amendment of Certificate of Incorporation providing for an increase in capital stock - filed on December 4, 1919

Certificate of Amendment of Certificate of Incorporation providing for an increase in number of directors - filed January 15, 1926

Certificate of Amendment of Certificate of Incorporation providing for an increase in capital stock - filed on June 12, 1928

Certificate of Amendment of Certificate of Incorporation providing for a change in shares - filed April 4, 1929

Certificate of Amendment of Certificate of Incorporation providing for a minimum and maximum number of directors - filed on January 11, 1934

Certificate of Extension to perpetual - filed on January 13, 1941

Certificate of Amendment of Certificate of Incorporation providing for a minimum and maximum number of directors - filed on January 13, 1941

Certificate of Amendment of Certificate of Incorporation providing for an increase in capital stock - filed on December 11, 1944

State of New York
Banking Department

Certificate of Amendment of Certificate of Incorporation providing for an increase in capital stock - filed January 30, 1953

Restated Certificate of Incorporation - filed November 6, 1953

Certificate of Amendment of Certificate of Incorporation providing for an increase in capital stock - filed on April 8, 1955

Certificate of Amendment of Certificate of Incorporation providing for an increase in capital stock - filed on February 1, 1960

Certificate of Amendment of Certificate of Incorporation providing for an increase in capital stock - filed on July 14, 1960

Certificate of Amendment of Certificate of Incorporation providing for a change in shares - filed on September 30, 1960

Certificate of Amendment of Certificate of Incorporation providing for an increase in capital stock - filed on January 26, 1962

Certificate of Amendment of Certificate of Incorporation providing for a change in shares - filed on September 9, 1963

Certificate of Amendment of Certificate of Incorporation providing for an increase in capital stock - filed on February 7, 1964

Certificate of Amendment of Certificate of Incorporation providing for an increase in capital stock - filed on February 24, 1965

Certificate of Amendment of the Organization Certificate providing for a decrease in capital stock - filed January 24, 1967

Restated Organization Certificate - filed June 1, 1971

Certificate of Amendment of the Organization Certificate providing for an increase in capital stock - filed October 29, 1976

Certificate of Amendment of the Organization Certificate providing for an increase in capital stock - filed December 22, 1977

State of New York
Banking Department

Certificate of Amendment of the Organization Certificate providing for an increase in capital stock - filed August 5, 1980

Restated Organization Certificate - filed July 1, 1982

Certificate of Amendment of the Organization Certificate providing for an increase in capital stock - filed December 27, 1984

Certificate of Amendment of the Organization Certificate providing for an increase in capital stock - filed September 18, 1986

Certificate of Amendment of the Organization Certificate providing for a minimum and maximum number of directors - filed January 22, 1990

Certificate of Amendment of the Organization Certificate providing for an increase in capital stock - filed June 28, 1990

Restated Organization Certificate - filed August 20, 1990

Certificate of Amendment of the Organization Certificate providing for an increase in capital stock - filed June 26, 1992

Certificate of Amendment of the Organization Certificate providing for an increase in capital stock - filed March 28, 1994

Certificate of Amendment of the Organization Certificate providing for an increase in capital stock - filed June 23, 1995

Certificate of Amendment of the Organization Certificate providing for an increase in capital stock - filed December 27, 1995

Certificate of Amendment of the Organization Certificate providing for an increase in capital stock - filed March 21, 1996

Certificate of Amendment of the Organization Certificate providing for an increase in capital stock - filed December 27, 1996

Certificate of Amendment to the Organization Certificate providing for an increase in capital stock - filed June 27, 1997

State of New York
Banking Department

*Certificate of Amendment to the Organization Certificate providing
for an increase in capital stock – filed September 26, 1997*

*Certificate of Amendment to the Organization Certificate providing
for an increase in capital stock – filed December 29, 1997*

*Certificate of Amendment to the Organization Certificate providing
for an increase in capital stock – filed March 26, 1998*

*Certificate of Amendment to the Organization Certificate providing
for an increase in capital stock – filed June 23, 1998*

Restated Organization Certificate - filed August 31, 1998

*Certificate of Amendment to the Organization Certificate providing
for an increase in capital stock – filed September 25, 1998*

*Certificate of Amendment to the Organization Certificate providing
for an increase in capital stock – filed December 18, 1998; and*

*Certificate of Amendment to the Organization Certificate providing
for a change in the number of directors – filed September 3, 1999; and*

THAT, no amendments to its Restated Organization Certificate have been filed in the Office of the Superintendent of Banks except those set forth above; and attached hereto; and

I DO FURTHER CERTIFY THAT, BANKERS TRUST COMPANY is validly existing as a banking organization with its principal office and place of business located at 130 Liberty Street, New York, New York.

WITNESS, my hand and official seal of the Banking Department at the City of New York this 16th day of October in the Year Two Thousand and One


Deputy Superintendent of Banks

2002 JUL 16 PM 2:00
SECRETARY OF STATE
STATE OF IDAHO

**CERTIFICATE
OF
DEUTSCHE BANK TRUST COMPANY AMERICAS,
a New York corporation**

I, the undersigned, do hereby certify:

(1) That I am the duly elected and acting Vice President and Assistant Secretary of Deutsche Bank Trust Company Americas (formerly known as "Bankers Trust Company"), a New York corporation (the "Company"); and

(2) That on March 14, 2002, a Certificate of Amendment of the Organization Certificate of Bankers Trust Company, providing for a change of name to Deutsche Bank Trust Company Americas, effective April 15, 2002, was approved by the Banking Department, State of New York. A true, correct and complete copy of said amendment is attached hereto as **Exhibit A**.

IN WITNESS WHEREOF, I have hereunto subscribed my name this 15th day of July 2002.



Lea Lahtinen
Vice President and Assistant Secretary

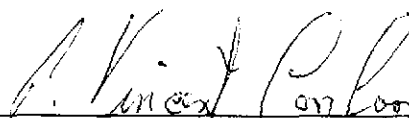
(Seal)

State of New York,
Banking Department

I, **P. VINCENT CONLON**, Deputy Superintendent of Banks of the State of New York, **DO HEREBY APPROVE** the annexed Certificate entitled "**CERTIFICATE OF AMENDMENT OF THE ORGANIZATION CERTIFICATE OF BANKERS TRUST COMPANY** under **Section 8005 of the Banking Law**" dated February 27, 2002, providing for a change of name of **BANKERS TRUST COMPANY** to **DEUTSCHE BANK TRUST COMPANY AMERICAS**.

Witness, my hand and official seal of the Banking Department at the City of New York,

this 14th day of March two thousand and two.

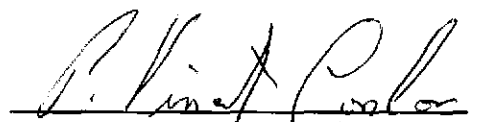

Deputy Superintendent of Banks

State of New York
Banking Department

I, P. VINCENT CONLON, Deputy Superintendent of Banks of the State of New York, DO HEREBY CERTIFY:

THAT, DEUTSCHE BANK TRUST COMPANY AMERICAS, is a corporation duly organized and existing under the laws of the State of New York and has its principal office and place of business at 130 Liberty Street, New York, New York, but is currently operating out of an alternate location at 31 West 52nd Street, New York, New York. Such corporation is validly existing as a banking organization under the Banking Law of the State of New York. The authorization certificate of such corporation has not been revoked or suspended and such corporation is a subsisting trust company under the supervision of this Department.

WITNESS, my hand and official seal of the Banking Department at the City of New York this 9th day of July in the Year Two thousand and two.


Deputy Superintendent of Banks