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**Certificate of Amendment**

OF

**Certificate of Incorporation**

OF

BANKERS TRUST COMPANY

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Pursuant to Section Thirty-Six of the Stock  
Corporation Law.

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WHITE & CASE  
14 WALL STREET  
NEW YORK 5, N. Y.

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Original filed in the Office of the Superintendent of Banks September 9, 1963. Duplicate  
original filed in the Office of the County Clerk of New York County September 10, 1963.

CERTIFICATE OF AMENDMENT  
OF  
CERTIFICATE OF INCORPORATION  
OF  
BANKERS TRUST COMPANY

Pursuant to Section Thirty-Six of the Stock Corporation Law.

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We, WALLIS B. DUNCKEL and ROBERT H. BROME, being respectively the President and the Secretary of BANKERS TRUST COMPANY, do hereby certify:

1. The name of the corporation is BANKERS TRUST COMPANY.
2. The organization certificate of said corporation was filed in the office of the Superintendent of Banks on the 5th day of March, 1903, and in the office of the County Clerk of New York County on the 5th day of March, 1903.
3. The organization certificate as heretofore amended is hereby amended to effect the following change authorized in subdivision two of section thirty-five of the Stock Corporation Law, to wit: to recite the amount of the capital stock outstanding and the number and par value of the shares into which it is divided, giving effect to the issuance of 111,804 additional shares.
4. The provisions of the organization certificate as heretofore amended with reference to the capital stock and the shares which the corporation is authorized to have and the capital stock outstanding, and which provide that the amount of its authorized capital stock shall be Ninety-three Million Five Hundred Seventy-five Thousand Four Hundred Forty Dollars (\$93,575,440), divided into nine million three hundred fifty-seven thousand five hundred

STATE OF NEW YORK }  
COUNTY OF NEW YORK } ss.:

On this 9th day of September, 1963, before me personally came WALLIS B. DUNCKEL and ROBERT H. BROME, to me known and known to me to be the persons described in and who executed the foregoing certificate and they severally duly acknowledged to me that they executed the same.

JEAN Y. L. YOUNG

JEAN Y. L. YOUNG  
Notary Public, State of New York  
No. 31-9775600  
Qualified in New York County  
Commission Expires March 30, 1964

(NOTARIAL SEAL)

STATE OF NEW YORK }  
COUNTY OF NEW YORK } ss.:

WALLIS B. DUNCKEL and ROBERT H. BROME, being severally duly sworn, do depose and say and each for himself deposes and says: that he, the said WALLIS B. DUNCKEL, is President, and he, the said ROBERT H. BROME, is Secretary, of BANKERS TRUST COMPANY; that they have been authorized to execute and file the foregoing Certificate of Amendment of Certificate of Incorporation of said corporation by the votes, cast in person or by proxy, of the holders of record of a majority of all of the outstanding shares of capital stock of said corporation entitled to vote at the stockholders' meeting at which such votes were cast, with relation to the proceedings provided for in such certificate; that such votes were cast at the annual meeting of stockholders of said corporation held at No. 16 Wall Street in the City of New York, New York, on the 31st day of January, 1963, upon notice pursuant to section forty-five of the Stock Corporation Law; and that neither the certificate of incorporation nor any other certificate filed pursuant to law requires a larger proportion of votes.

W. B. DUNCKEL

ROBERT H. BROME

Subscribed and sworn to before me  
this 9th day of September, 1963.

JEAN Y. L. YOUNG

JEAN Y. L. YOUNG  
Notary Public, State of New York  
No. 31-9775600  
Qualified in New York County  
Commission Expires March 30, 1964

(NOTARIAL SEAL)

STATE OF NEW YORK  
BANKING DEPARTMENT

I, OREN ROOT, Superintendent of Banks of the State of New York, DO HEREBY APPROVE the annexed certificate entitled, "Certificate of Amendment of Certificate of Incorporation of BANKERS TRUST COMPANY, pursuant to Section Thirty-six of the Stock Corporation Law", dated September 9, 1963, providing for the following:

(1) Issuance of One Hundred Eleven Thousand Eight Hundred Four (111,804) shares of capital stock having a par value of Ten (\$10.00) Dollars each, thereby increasing the total of issued and outstanding capital stock from Eighty-nine Million Seven Hundred Fifty-four Thousand Four Hundred Forty (\$89,754,440) Dollars consisting of Eight Million Nine Hundred Seventy-five Thousand Four Hundred Forty-four (8,975,444) shares of the par value of Ten (\$10.00) Dollars each, to Ninety Million Eight Hundred Seventy-two Thousand Four Hundred Eighty (\$90,872,480) Dollars consisting of Nine Million Eighty-seven Thousand Two Hundred Forty-eight (9,087,248) shares of the par value of Ten (\$10.00) Dollars each.

(2) Total authorized capital stock is to remain, as heretofore, at Ninety-three Million Five Hundred Seventy-five Thousand Four Hundred Forty (\$93,575,440) Dollars consisting of Nine Million Three Hundred Fifty-seven Thousand Five Hundred Forty-four (9,357,544) shares of the par value of Ten (\$10.00) Dollars each.

WITNESS, my hand and official seal of the Banking Department at the City of Albany, this 9th day of September in the Year of our Lord one thousand nine hundred and sixty-three.

OREN ROOT  
*Superintendent of Banks.*

(SEAL)

I E. H. Leete....., Deputy Superintendent  
of Banks of the State of New York, do hereby certify that I have caused the annexed Copy of Certificate  
of Amendment of Certificate of Incorporation of Bankers Trust Company, dated  
September 9, 1963, and Certificate of Approval of the Superintendent of Banks of  
the State of New York, dated September 9, 1963 -----  
to be compared  
by a competent clerk with the original on file in the Banking Department, and the same is a correct copy  
of said Certificate of Amendment and Certificate of Approval  
and of the whole thereof.

In Witness Whereof, I have hereunto set my hand  
and affixed the official seal of the Banking Depart-  
ment at Albany, this 17th..... day of  
September.....1963.....

Form Cert. 2-9-59-1500

E. H. Leete  
Deputy Superintendent