
Certificate of Amendment

OF

Certificate of Incorporation

OF

BANKERS TRUST COMPANY

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

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

Original filed in the Office of the Superintendent of Banks February 7, 1964. Duplicate
original filed in the Office of the County Clerk of New York County February 13, 1964.

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
BANKERS TRUST COMPANY

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

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 changes authorized in subdivision two of section thirty-five of the Stock Corporation Law, to wit: (1) to authorize new shares with par value, (2) to increase the amount of the authorized capital stock in conformity with the change of the number of the authorized shares, and (3) to insert a provision with respect to the elimination of certain preemptive rights.
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 forty-four (9,357,544) shares of the par value of Ten Dollars (\$10) each and which also provide that the amount of its capital stock outstanding is Ninety Million Eight Hundred Seventy-two Thousand Four Hundred Eighty Dollars (\$90,872,480), divided into nine million eighty-seven thousand two hundred forty-eight (9,087,248) shares of the par value of Ten Dollars (\$10) each, are hereby amended to read as follows:

"The amount of authorized capital stock which the corporation is hereafter to have is Ninety-six Million Seventy-five Thousand Four Hundred Forty Dollars (\$96,075,440), divided into nine million six hundred seven thousand five hundred forty-four (9,607,544) shares, all of which are to be, as heretofore, of the same class and of the par value of Ten Dollars (\$10) each. The amount of the capital stock outstanding is Ninety Million Eight Hundred Seventy-two Thousand Four Hundred Eighty Dollars (\$90,872,480), divided into nine million eighty-seven thousand two hundred forty-eight (9,087,248) shares of the par value of Ten Dollars (\$10) each, and in addition, the aggregate par value of all shares at the time outstanding as a result of the exercise of options issued under the Stock Option Plan of the corporation approved by vote of its stockholders on January 30, 1964, as amended from time to time. The options and shares which may be issued under such Stock Option Plan, including the two hundred fifty thousand (250,000) shares of the par value of Ten Dollars (\$10) each which may be so issued and any shares resulting from adjustments made by the Board of Directors of the corporation, subject to approval of the Superintendent of Banks of the State of New York, by reason of any subdivision, consolidation or reclassification of shares or any stock dividend, shall be issued free from any preemptive or preferential rights of subscription or purchase to which stockholders might be entitled in the absence of this elimination of preemptive rights."

IN WITNESS WHEREOF, we have made and subscribed this certificate this 30 day of January, 1964.

W. B. DUNCKEL
President

ROBERT H. BROME
Secretary

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

On this 30th day of January, 1964, 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.

HERBERT G. SCHOEBEL

HERBERT G. SCHOEBEL
Notary Public, State of New York
No. 03-8836900
Qualified in Bronx County
Certificate filed 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 two-thirds 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 30th day of January, 1964, 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 30th day of January, 1964.

HERBERT G. SCHOEDEL

HERBERT G. SCHOEDEL
Notary Public, State of New York
No. 03-8836900
Qualified in Bronx County
Certificate filed 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 January 30, 1964 providing for the following:

1. An increase in capital stock from 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) Dollars each, to Ninety-six Million Seventy-five Thousand Four Hundred Forty (\$96,075,440) Dollars consisting of Nine Million Six Hundred Seven Thousand Five Hundred Forty-four (9,607,544) shares of the par value of Ten (\$10) Dollars each of which Two Million Five Hundred Thousand (\$2,500,000) Dollars consisting of Two Hundred Fifty Thousand (250,000) shares of the par value of Ten (\$10) Dollars each shall be reserved solely for the exercise of stock options provided for in the Stock Option Plan of the Corporation, approved by vote of its stockholders on January 30, 1964, as amended from time to time.

2. That the amount of issued and outstanding capital stock is, as heretofore, 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) Dollars each.

3. The elimination of pre-emptive rights of stockholders with respect to options provided for in the Stock Option Plan of the Corporation approved by vote of its stockholders on January 30, 1964 as amended from time to time, and shares of stock of the Corporation issued upon the exercise thereof.

WITNESS, my hand and official seal of the Banking Department at the City of Albany,
this 7th day of February in the Year of Our Lord
one thousand nine hundred and sixty-four

OREN ROOT
Superintendent of Banks

SEAL

By: /s/ BORIS S. BERKOVITCH
First Deputy Superintendent of Banks.

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

ROBERT H. BROME, being duly sworn, deposes and says that he is Secretary of BANKERS TRUST COMPANY; that the number of additional shares of capital stock not resulting from a change of shares which said corporation is authorized by the foregoing Certificate of Amendment of Certificate of Incorporation to issue is 250,000 shares of the par value of \$10 per share; that the number of shares changed as provided in subparagraph five of paragraph (C) of subdivision two of section thirty-five of the Stock Corporation Law is none; and that the number of shares not resulting from a change of shares of which the par value has been increased is none.

ROBERT H. BROME

Subscribed and sworn to before me
this 30th day of January, 1964.

HERBERT G. SCHOEBEL

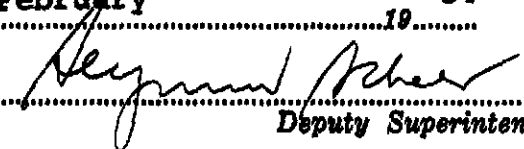
HERBERT G. SCHOEBEL
Notary Public, State of New York
No. 03-8836900
Qualified in Bronx County
Certificate filed in New York County
Commission Expires March 30, 1964

(NOTARIAL SEAL)

SEYMOUR SCHEER

I....., *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 January 30, 1964 and Certificate of Approval of
Superintendent of Banks dated February 7, 1964 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 24th day of
February 64
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.....
Deputy Superintendent