

aff

CERTIFICATE OF AMENDMENT
OF THE
ORGANIZATION CERTIFICATE
OF
BANKERS TRUST COMPANY

Under Section 8005 of the Banking Law

BANKERS TRUST COMPANY
16 Wall Street
New York, N. Y. 10005

filed in the Office of the Superintendent
of Banks, State of New York, this
22nd day of Dec 1977
[Signature]
Head Account Clerk

CERTIFICATE OF AMENDMENT
OF THE
ORGANIZATION CERTIFICATE
OF
BANKERS TRUST COMPANY

Under Section 8005 of the Banking Law

We, John W. Hannon, Jr. and Richard S. Denny, 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 by the Superintendent of Banks on the 5th day of March, 1903.
3. The organization certificate as heretofore amended is hereby amended to increase the aggregate number of shares which the corporation shall have authority to issue and to increase the amount of its authorized capital stock in conformity therewith.
4. Article III of the organization certificate with reference to the authorized capital stock, the number of shares into which the capital stock shall be divided, the par value of the shares and the capital stock outstanding, which reads as follows:

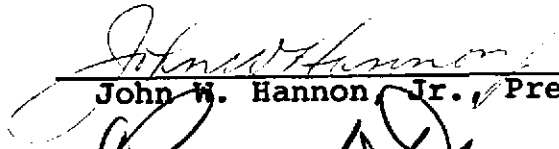
"III. The amount of capital stock which the corporation is hereafter to have is One Hundred Million Dollars (\$100,000,000), divided into Ten Million (10,000,000) shares, all of which are to be, as heretofore, of the same class and of the par value of Ten Dollars (\$10) each."

is hereby amended to read as follows:

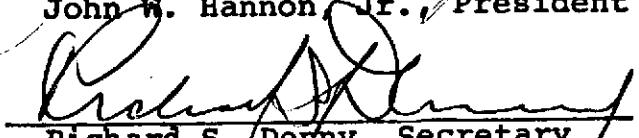
"III. The amount of capital stock which the corporation is hereafter to have is Two Hundred Million Dollars (\$200,000,000), divided into Twenty Million (20,000,000) shares all of which are to be, as heretofore, of the same class and of the par value of Ten Dollars (\$10) each."

5. The foregoing amendment of the organization certificate was authorized by unanimous written consent signed by the holder of all outstanding shares entitled to vote thereon.

IN WITNESS WHEREOF, we have made and subscribed this certificate this 20th day of December, 1977.



John W. Hannon, Jr., President



Richard S. Denny, Secretary

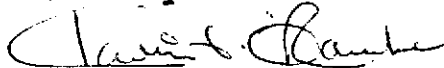
State of New York)
County of New York) ss.:

Richard S. Denny, being duly sworn, deposes and says that he is the Secretary of Bankers Trust Company, the corporation described in the foregoing certificate; that he has read the foregoing certificate and knows the contents thereof, and that the statements therein contained are true.



Richard S. Denny

Sworn to before me this
20th day of December, 1977.



KEVIN J. O'ROURKE
Notary Public, State of New York
No. 31-4637791
Qualified in New York County
Commission Expires March 30, 1978

~~Counterpart Filed in the
Office of the Superintendent of
Banks, State of New York,
this 27th day of DECEMBER 1977~~

BANKERS TRUST COMPANY

Consent of Stockholder in Lieu of Special Meeting Under Section 6015 of the Banking Law

The undersigned, being the sole stockholder of Bankers Trust Company, a New York banking corporation, (herein called the "Company"), and the holder of all outstanding shares of the Company entitled to vote thereon, hereby consents to, authorizes and takes the following action, with the same effect as by a unanimous vote of stockholders therefor at a special meeting of stockholders duly held:

That Article III of the Organization Certificate of Bankers Trust Company shall be amended to increase the amount of authorized capital stock of the Company by substituting, for the present provisions with reference to the authorized capital stock, the number of shares into which the capital stock shall be divided, the par value of the shares and the capital stock outstanding, the following:

"The amount of capital stock which the corporation is hereafter to have is Two Hundred Million Dollars (\$200,000,000), divided into Twenty Million (20,000,000) shares all of which are to be, as heretofore, of the same class and of the par value of Ten Dollars (\$10) each."

and the Chairman of the Board, the President or any Vice President and the Secretary or any Assistant Secretary of the Company be and each of them hereby is authorized to execute, file and deliver all certificates and documents and to take or cause to be taken all further action necessary or appropriate to effect such amendment.

Dated as of December 20, 1977.

BANKERS TRUST NEW YORK CORPORATION

By 
President


By 
Secretary

BANKERS TRUST NEW YORK CORPORATION

CERTIFICATE

I, Richard S. Denny, Secretary of Bankers Trust New York Corporation, a New York corporation, DO HEREBY CERTIFY that attached hereto is a true and correct copy of a resolution adopted at a meeting of the Board of Directors of said Corporation duly convened and held on November 15, 1977, at which a quorum was present and voting; and that the action taken has not been in any manner rescinded or modified.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of Bankers Trust New York Corporation this 20th day of December, 1977.


Secretary

BANKERS TRUST NEW YORK CORPORATION

Resolution adopted on November 15, 1977.

RESOLVED, that the Chairman of the Board, or the President or any Vice President and the Secretary or any Assistant Secretary of the Corporation be, and each of them hereby is, authorized to vote all shares of the Capital Stock of Bankers Trust Company held by the Corporation, either at a special stockholder meeting or by written consent in lieu of such meeting, in favor of an amendment to the Organization Certificate of Bankers Trust Company to increase the amount of authorized Capital Stock of said Company from \$100,000,000, divided into 10,000,000 shares, to an amount not in excess of \$200,000,000, divided into not more than 20,000,000 shares, all of which are to be, as heretofore, of the same class and of the par value of \$10 each.

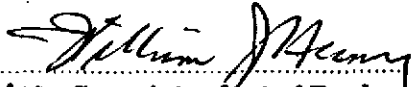
I, **WILLIAM J. HEANEY** Deputy

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 **December 20,** 1977,
providing for increase of capital stock from \$ **100,000,000** to **\$200,000,000**

In Witness Whereof, I have hereunto set my hand
and affixed the official seal of the Banking Depart-
ment at New York, N.Y., this **22nd** day of
December 19**77**


Deputy Superintendent of Banks

DONALD J. KAVANAGH

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 the Organization Certificate of BANKERS TRUST
COMPANY - filed in the Office of the Superintendent of Banks December 22,
1977

..... *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
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 New York, N.Y., this 6th **day of**

April 19 81


Deputy Superintendent