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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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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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We, S. SLOAN COLT 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, and (2) to increase the amount of the capital stock in conformity with the change of the number of the authorized 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 which provide that the amount of its capital stock shall be Thirty Million Five Hundred Twelve Thousand Dollars (\$30,512,000), consisting of three million fifty-one thousand two hundred (3,051,200) shares of the par value of Ten Dollars (\$10) per share, are hereby amended to read as follows:

“The amount of capital stock which the corporation is hereafter to have is Forty Million Two Hundred Ninety-nine Thousand Five Hundred Dollars (\$40,299,500). The total number of shares, including those previously authorized, which the corporation shall henceforth have is four million twenty-nine thousand nine hundred fifty (4,029,950), all of which are to be, as heretofore, of the same class and of the par value of Ten Dollars (\$10) each.”

IN WITNESS WHEREOF, we have made and subscribed this certificate this 6th day of April, 1955.

S. SLOAN COLT

*President*

ROBERT H. BROME

*Secretary*

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

On this 6th day of April, 1955, before me personally came S. SLOAN COLT 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. SCHOEDEL

HERBERT G. SCHOEDEL  
NOTARY PUBLIC, State of New York  
Qualified in Bronx County  
No. 03-8836900  
Certificate filed in New York County  
Commission expires March 30, 1956

(SEAL)

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

S. SLOAN COLT and ROBERT H. BROME, being severally duly sworn, do depose and say and each for himself deposes and says: that he, the said S. Sloan Colt, 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 a special meeting of stockholders of said corporation held at No. 16 Wall Street in the City of New York, New York, on the 24th day of March, 1955, 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.

S. SLOAN COLT

ROBERT H. BROME

Subscribed and sworn to before me }  
this 6th day of April, 1955. }

HERBERT G. SCHOEDEL

HERBERT G. SCHOEDEL  
NOTARY PUBLIC, State of New York  
Qualified in Bronx County  
No. 03-8836900  
Certificate filed in New York County  
Commission expires March 30, 1956

(SEAL)

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 nine hundred seventy-eight thousand seven hundred fifty (978,750) shares of the par value of Ten Dollars (\$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 6th day of April, 1955. }

HERBERT G. SCHOEDEL

HERBERT G. SCHOEDEL  
NOTARY PUBLIC, State of New York  
Qualified in Bronx County  
No. 03-8836900  
Certificate filed in New York County  
Commission expires March 30, 1956

(SEAL)

*State of New York,*  
**Banking Department.**

I, GEORGE A. MOONEY, 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", providing for an increase of the capital stock of BANKERS TRUST COMPANY from Thirty Million Five Hundred Twelve Thousand Dollars (\$30,512,000), consisting of three million fifty-one thousand two hundred (3,051,200) shares of the par value of Ten Dollars (\$10) per share, to Forty Million Two Hundred Ninety-nine Thousand Five Hundred Dollars (\$40,299,500), consisting of four million twenty-nine thousand nine hundred fifty (4,029,950), shares of the same class and of the par value of Ten Dollars (\$10) per share.

WITNESS, my hand and official seal of the Banking Department at the City of Albany, this eighth day of April in the Year of our Lord one thousand nine hundred and fifty-five.

GEORGE A. MOONEY  
*Superintendent of Banks*

(SEAL)

*State of New York,*  
**Banking Department.**

I, FRANCIS A. FLORIN, 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 Pursuant to Section Thirty-Six of the Stock Corporation Law, filed in the Banking Department on April 8, 1955, and certificate of approval of such Certificate of Amendment of Certificate of Incorporation by the Superintendent of Banks of the State of New York, dated April 8, 1955, 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 documents, and of the whole thereof.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the official seal of the Banking Department at Albany, this 8th day of April in the Year of our Lord one thousand nine hundred and fifty-five.



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*Deputy Superintendent of Banks*