

167
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:

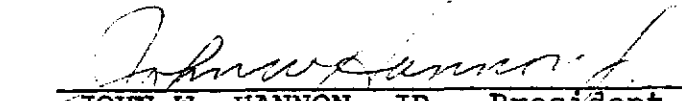
"III. The amount of capital stock which the corporation is hereafter to have is Ninety Million Eight Hundred Eighty-five Thousand Nine Hundred Forty Dollars (\$90,885,940), divided into nine million eighty-eight thousand five hundred ninety-four (9,088,594) shares, all of which are to be, as heretofore, 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 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."

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.

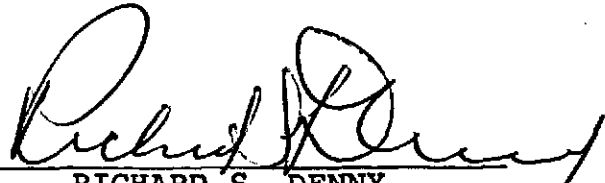
IN WITNESS WHEREOF, we have made and subscribed this certificate this 20th day of October, 1976.


JOHN W. HANNON, JR., President


RICHARD S. DENNY, Secretary

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

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 October, 1976.



GORDON S. CALDER, JR.
Notary Public, State of New York
No. 31-4615604 Qual. in N. Y. County
Certificate filed in New York County
Commission Expires March 30, 1977

Filed in the Office of the Superintendent
of Banks, State of New York, this

29th day of Oct - 19 76


State of New York, **Banking Department**

I, WILLIAM J. HEANEY, Deputy Superintendent
of Banks of the State of New York, DO HEREBY APPROVE
the annexed Certificate of Amendment of the Organization
Certificate of Bankers Trust Company, executed
October 20, 1976, under Section 8005 of the Banking
Law of the State of New York, which was filed in this
office on October 29, 1976 at 3:00 p.m..

Witness, my hand and official seal of the Banking Department at the City of New York,
this 29th day of October in the Year of our Lord
one thousand nine hundred and seventy-six.


Deputy Superintendent of Banks.

DONALD J. KAVANAGH

, Deputy Superintendent

I
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
.....
on October 29, 1976 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

1981



Deputy Superintendent