

217

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 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."

is hereby amended to read as follows:

"III. The amount of capital stock which the corporation is hereafter to have is Two Hundred Sixty Million Dollars (\$260,000,000), divided into twenty-six million (26,000,000) 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.

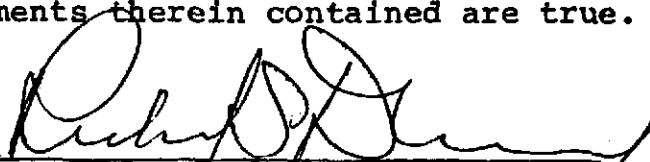
IN WITNESS WHEREOF, we have made and subscribed this certificate this 29th day of July, 1980.


JOHN W. HANNON, JR., President

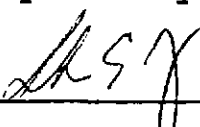

RICHARD S. DENNY, Secretary

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

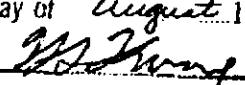
RICHARD S. DENNY, being duly sworn, deposes and says that he is the Secretary of Bankers Trust Company, the corporation described in the foregoing certificate; that he has read the foregoing certificate and knows the contents thereof, and that the statements therein contained are true.


 RICHARD S. DENNY

Sworn to before me this
 29th day of July, 1980.


 SANDRA E. RAY
 Notary Public, State of New York
 No. 4519392
 Qualified in New York County
 Commission Expires March 30, 1982

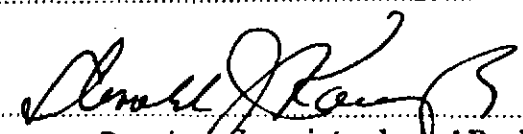
Filed in the Office of the Superintendent
 of Banks, State of New York, this

5 day of August 19 80

 Head Account Clerk

Deputy

I, Donald J. Kavanagh 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 July 29, 19 80
 providing for increase of capital stock from \$ 200,000,000 to \$ 260,000,000

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 5th day of
 August 19 80.


 Deputy Superintendent of Banks

I 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 August 5,.....
1980 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