

Office of the Secretary

Lea Lahtinen  
Vice President and Assistant Secretary

840914

Deutsche Bank



Deutsche Bank Trust Company Americas  
31 West 52<sup>nd</sup> Street  
(MS NYC09-0810)  
New York, NY 10019  
Tel 212 469-8198  
Fax 212 469-2929  
lea.lahtinen@db.com

May 21, 2002

Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Re: Bankers Trust Company Certificate of Amendment of  
the Organization Certificate

Ladies/Gentlemen:

000005620790--5  
-05/28/02--01033--009  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Enclosed is a signed and completed copy of the Articles of Amendment to Articles of Incorporation of Bankers Trust Company with an attached copy of the Certificate of Amendment of the Organization Certificate reflecting the name change of Bankers Trust Company to Deutsche Bank Trust Company Americas effective April 15, 2002.

Also enclosed is a check in the amount of \$35.00 payable to the Department of State.

Sincerely,

*Lea Lahtinen*

FILED  
02 AUG -5 PM 4:10  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

enclosures

NC  
T. Lewis 8/5/02



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

July 22, 2002

LEA LAHTINEN - DEUTSCHE BANK TRIST COMPANY AMERICAS  
31 WEST 52ND STREET  
(MS NYC09-0810)  
NEW YORK, NY 10019

SUBJECT: BANKERS TRUST COMPANY  
Ref. Number: 840914

We have received your document for BANKERS TRUST COMPANY and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

Written approval and clearance of the terms BANK, BANKER, BANKING, TRUST COMPANY, BANCSHARES, SAVINGS & LOAN ASSOCIATION, SAVINGS BANK, or CREDIT UNION or words of similar import, must be obtained from the Division of Banking, pursuant to section 655.922(2a), Florida Statutes.

Enclosed is a "Name Approval Request" form to be filled out and sent to the address indicated on the form. If the proposed name is approved by the Division of Banking, resubmit the document and approval letter to the Division of Corporations for filing.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6905.

Thelma Lewis  
Corporate Specialist Supervisor

Letter Number: 902A00044588

RECEIVED  
02 AUG -5 AM 9:00  
DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

May 30, 2002

LEA LAHTINEN - DEUTSCHE BANK TRIST COMPANY AMERICAS  
31 WEST 52ND STREET  
(MS NYC09-0810)  
NEW YORK, NY 10019

SUBJECT: BANKERS TRUST COMPANY  
Ref. Number: 840914

We have received your document for BANKERS TRUST COMPANY and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

A foreign corporation which has changed its name, duration or jurisdiction, should file an amended application in this office within 30 days after the occurrence of any such change.

Written approval and clearance of the terms BANK, BANKER, BANKING, TRUST COMPANY, BANCSHARES, SAVINGS & LOAN ASSOCIATION, SAVINGS BANK, or CREDIT UNION or words of similar import, must be obtained from the Division of Banking, pursuant to section 655.922(2a), Florida Statutes.

Enclosed is a "Name Approval Request" form to be filled out and sent to the address indicated on the form. If the proposed name is approved by the Division of Banking, resubmit the document and approval letter to the Division of Corporations for filing.

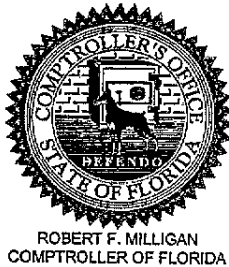
Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6906.

Darlene Connell  
Corporate Specialist

Letter Number: 802A00035010

RECEIVED  
02 JUN 17 PM 2:17  
DIVISION OF CORPORATIONS



## OFFICE OF THE COMPTROLLER

DEPARTMENT OF BANKING AND FINANCE

STATE OF FLORIDA

TALLAHASSEE

32399-0350

June 25, 2002

Ms. Lea Lahtinen  
Vice President and Assistant Secretary  
Deutsche Bank Trust Company Americas  
31 West 52<sup>nd</sup> Street  
New York, New York 10019

Re: Deutsche Bank Trust Company Americas

Dear Ms. Lahtinen:

Reference is made to your recent letter/fax requesting approval of the above-referenced corporate name which will be a name change for Bankers Trust Company, a New York state-chartered trust company located in New York, New York.

Section 655.922, Florida Statutes, exempts a financial institution, holding company or its subsidiaries from the prohibition of using the word "bank," "banker," "banking," "trust company," "savings and loan association," "savings bank," or "credit union" in its corporate name. Therefore, the Division of Banking will not object to the use of the above corporate name being registered as a foreign corporation in the state of Florida.

Sincerely,

Alex Hager  
Director

AH:ker

cc: Karon Beyer, Chief, Bureau of Corporate Records  
Division of Corporations, Secretary of State's Office

**PROFIT CORPORATION**  
**APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO**  
**APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**  
(Pursuant to s. 607.1504, F.S.)

**SECTION I**  
**(1-3 MUST BE COMPLETED)**

FILED  
02 AUG -5 PM 4:10  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

1. BANKERS TRUST COMPANY  
Name of corporation as it appears on the records of the Department of State.
2. NEW YORK 3. June 21, 1978  
Incorporated under laws of Date authorized to do business in Florida

**SECTION II**  
**(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)**

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? April 15, 2002
5. DEUTSCHE BANK TRUST COMPANY AMERICAS  
Name of corporation after the amendment, adding suffix "corporation" "company" or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation.
6. If the amendment changes the period of duration, indicate new period of duration.  
Perpetual - No Change  
New Duration
7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.  
No Change  
New Jurisdiction

Lea Lahtinen  
Signature

JUNE 10, 2002  
Date

LEA LAHTINEN  
Typed or printed name

VICE PRESIDENT AND SECRETARY  
Title

Assistant

*State of New York*  
**Banking Department**

I, P.VINCENT CONLON, Deputy Superintendent of Banks of the State of New York,  
DO HEREBY CERTIFY that I have caused the annexed copy of the **CERTIFICATE OF  
AMENDMENT OF THE ORGANIZATION CERTIFICATE OF BANKERS TRUST  
COMPANY**, dated February 27, 2002, 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 OF THE ORGANIZATION CERTIFICATE OF  
BANKERS TRUST COMPANY** and of the whole thereof.

*Witness,* my hand and official seal of the Banking Department at the City of New York,  
this 21<sup>st</sup> day of March in the Year of our Lord two thousand and two.

*P. Vincent Conlon*  
Deputy Superintendent of Banks

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

I, P. VINCENT CONLON, 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 February 27, 2002, providing for a change of name of BANKERS TRUST COMPANY to DEUTSCHE BANK TRUST COMPANY AMERICAS.

Witness, my hand and official seal of the Banking Department at the City of New York,

this 14th day of March two thousand and two.

*P. Vincent Conlon*  
Deputy Superintendent of Banks

CERTIFICATE OF AMENDMENT  
OF THE  
ORGANIZATION CERTIFICATE  
OF  
BANKERS TRUST COMPANY

Under Section 8005 of the Banking Law

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We, James T. Byrne Jr., and Lea Lahtinen, being respectively the Secretary, and Vice President and an Assistant Secretary of Bankers Trust Company, do hereby certify:

1. The name of 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. Pursuant to Section 8005 of the Banking Law, attached hereto as Exhibit A is a certificate issued by the State of New York, Banking Department listing all of the amendments to the Organization Certificate of Bankers Trust Company since its organization that have been filed in the Office of the Superintendent of Banks.
4. The organization certificate as heretofore amended is hereby amended to change the name of Bankers Trust Company to Deutsche Bank Trust Company Americas to be effective on April 15, 2002.
5. The first paragraph number 1. of the organization certificate of Bankers Trust Company with the reference to the name of the Bankers Trust company, which reads as follows:

"1. The name of the corporation is Bankers Trust Company."

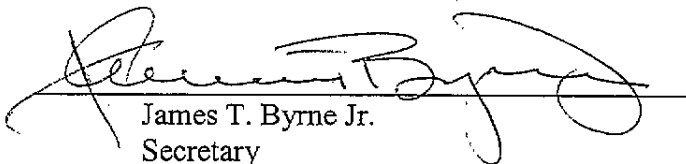
is hereby amended to read as follows effective on April 15, 2002:


"1. The name of the corporation is Deutsche Bank Trust Company Americas."



6. 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 27th day of February, 2002.

  
James T. Byrne Jr.  
Secretary

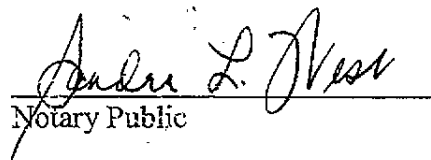
  
Lea Lahtinen  
Vice President and Assistant Secretary

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

Lea Lahtinen, being duly sworn, deposes and says that she is a Vice President and an Assistant Secretary of Bankers Trust Company, the corporation described in the foregoing certificate; that she has read the foregoing certificate and knows the contents thereof, and that the statements therein contained are true.

  
Lea Lahtinen

Sworn to before me this 27th day  
of February, 2002.

  
Notary Public

SANDRA L. WEST  
Notary Public, State Of New York  
No. 01WE4942401  
Qualified in New York County  
Commission Expires September 19, 2002

# *State of New York*

## *Banking Department*

I, P. VINCENT CONLON, Deputy Superintendent of Banks of the State of New York, DO HEREBY CERTIFY:

THAT, the records in the Office of the Superintendent of Banks indicate that **BANKERS TRUST COMPANY** is a corporation duly organized and existing under the laws of the State of New York as a trust company, pursuant to Article III of the Banking Law; and

THAT, the Organization Certificate of **BANKERS TRUST COMPANY** was filed in the Office of the Superintendent of Banks on March 5, 1903, and such corporation was authorized to commence business on March 24, 1903; and

THAT, the following amendments to its Organization Certificate have been filed in the Office of the Superintendent of Banks as of the dates specified:

Certificate of Amendment of Certificate of Incorporation providing for an increase in number of directors - filed on January 14, 1905

Certificate of Amendment of Certificate of Incorporation providing for an increase in capital stock - filed on August 4, 1909

Certificate of Amendment of Certificate of Incorporation providing for an increase in number of directors - filed on February 1, 1911

Certificate of Amendment of Certificate of Incorporation providing for an increase in number of directors - filed on June 17, 1911

Certificate of Amendment of Certificate of Incorporation providing for an increase in capital stock - filed on August 8, 1911

Certificate of Amendment of Certificate of Incorporation providing for an increase in number of directors - filed on August 8, 1911

Certificate of Amendment of Certificate of Incorporation providing for an increase in capital stock - filed on March 21, 1912

*State of New York*  
*Banking Department*

*Certificate of Amendment of Certificate of Incorporation providing for a decrease in number of directors - filed on January 15, 1915*

*Certificate of Amendment of Certificate of Incorporation providing for a decrease in number of directors - filed on December 18, 1916*

*Certificate of Amendment of Certificate of Incorporation providing for an increase in capital stock - filed on April 20, 1917*

*Certificate of Amendment of Certificate of Incorporation providing for an increase in number of directors - filed on April 20, 1917*

*Certificate of Amendment of Certificate of Incorporation providing for an increase in capital stock - filed on December 28, 1918*

*Certificate of Amendment of Certificate of Incorporation providing for an increase in capital stock - filed on December 4, 1919*

*Certificate of Amendment of Certificate of Incorporation providing for an increase in number of directors - filed January 15, 1926*

*Certificate of Amendment of Certificate of Incorporation providing for an increase in capital stock - filed on June 12, 1928*

*Certificate of Amendment of Certificate of Incorporation providing for a change in shares - filed April 4, 1929*

*Certificate of Amendment of Certificate of Incorporation providing for a minimum and maximum number of directors - filed on January 11, 1934*

*Certificate of Extension to perpetual - filed on January 13, 1941*

*Certificate of Amendment of Certificate of Incorporation providing for a minimum and maximum number of directors - filed on January 13, 1941*

*Certificate of Amendment of Certificate of Incorporation providing for an increase in capital stock - filed on December 11, 1944*

*State of New York*  
*Banking Department*

*Certificate of Amendment of Certificate of Incorporation providing for an increase in capital stock - filed January 30, 1953*

*Restated Certificate of Incorporation - filed November 6, 1953*

*Certificate of Amendment of Certificate of Incorporation providing for an increase in capital stock - filed on April 8, 1955*

*Certificate of Amendment of Certificate of Incorporation providing for an increase in capital stock - filed on February 1, 1960*

*Certificate of Amendment of Certificate of Incorporation providing for an increase in capital stock - filed on July 14, 1960*

*Certificate of Amendment of Certificate of Incorporation providing for a change in shares - filed on September 30, 1960*

*Certificate of Amendment of Certificate of Incorporation providing for an increase in capital stock - filed on January 26, 1962*

*Certificate of Amendment of Certificate of Incorporation providing for a change in shares - filed on September 9, 1963*

*Certificate of Amendment of Certificate of Incorporation providing for an increase in capital stock - filed on February 7, 1964*

*Certificate of Amendment of Certificate of Incorporation providing for an increase in capital stock - filed on February 24, 1965*

*Certificate of Amendment of the Organization Certificate providing for a decrease in capital stock - filed January 24, 1967*

*Restated Organization Certificate - filed June 1, 1971*

*Certificate of Amendment of the Organization Certificate providing for an increase in capital stock - filed October 29, 1976*

*Certificate of Amendment of the Organization Certificate providing for an increase in capital stock - filed December 22, 1977*

*State of New York*  
*Banking Department*

*Certificate of Amendment of the Organization Certificate providing  
for an increase in capital stock - filed August 5, 1980*

*Restated Organization Certificate - filed July 1, 1982*

*Certificate of Amendment of the Organization Certificate providing  
for an increase in capital stock - filed December 27, 1984*

*Certificate of Amendment of the Organization Certificate providing  
for an increase in capital stock - filed September 18, 1986*

*Certificate of Amendment of the Organization Certificate providing  
for a minimum and maximum number of directors - filed  
January 22, 1990*

*Certificate of Amendment of the Organization Certificate providing  
for an increase in capital stock - filed June 28, 1990*

*Restated Organization Certificate - filed August 20, 1990*

*Certificate of Amendment of the Organization Certificate providing  
for an increase in capital stock - filed June 26, 1992*

*Certificate of Amendment of the Organization Certificate providing  
for an increase in capital stock - filed March 28, 1994*

*Certificate of Amendment of the Organization Certificate providing  
for an increase in capital stock - filed June 23, 1995*

*Certificate of Amendment of the Organization Certificate providing  
for an increase in capital stock - filed December 27, 1995*

*Certificate of Amendment of the Organization Certificate providing  
for an increase in capital stock - filed March 21, 1996*

*Certificate of Amendment of the Organization Certificate providing  
for an increase in capital stock - filed December 27, 1996*

*Certificate of Amendment to the Organization Certificate providing  
for an increase in capital stock - filed June 27, 1997*

*State of New York*  
*Banking Department*

*Certificate of Amendment to the Organization Certificate providing for an increase in capital stock – filed September 26, 1997*

*Certificate of Amendment to the Organization Certificate providing for an increase in capital stock – filed December 29, 1997*

*Certificate of Amendment to the Organization Certificate providing for an increase in capital stock – filed March 26, 1998*

*Certificate of Amendment to the Organization Certificate providing for an increase in capital stock – filed June 23, 1998*

*Restated Organization Certificate - filed August 31, 1998*

*Certificate of Amendment to the Organization Certificate providing for an increase in capital stock – filed September 25, 1998*

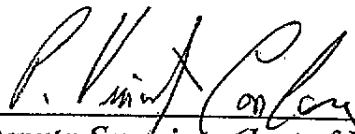
*Certificate of Amendment to the Organization Certificate providing for an increase in capital stock – filed December 18, 1998; and*

*Certificate of Amendment to the Organization Certificate providing for a change in the number of directors – filed September 3, 1999; and*

**THAT,** no amendments to its Restated Organization Certificate have been filed in the Office of the Superintendent of Banks except those set forth above; and attached hereto; and

**I DO FURTHER CERTIFY THAT, BANKERS TRUST COMPANY** is validly existing as a banking organization with its principal office and place of business located at 130 Liberty Street, New York, New York.

**WITNESS,** my hand and official seal of the Banking Department at the City of New York this 16<sup>th</sup> day of October in the Year Two Thousand and One

  
Deputy Superintendent of Banks