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HOUSEHOLD CORPORATION

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Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "HOUSEHOLD CORPORATION", CHANGING ITS NAME FROM "HOUSEHOLD CORPORATION" TO "HSBC PRIVATE LABEL CORPORATION", FILED IN THIS OFFICE ON THE EIGHTH DAY OF AUGUST, A.D. 2006, AT 2:13 O'CLOCK P.M.



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Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4967178

DATE: 08-10-06

REC-11-2006 16:00
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State of Delaware
Secretary of State
Division of Corporations
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**CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION**

HOUSEHOLD CORPORATION a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware,
DOES HEREBY CERTIFY:

FIRST: That the Board of Directors of said corporation, by the unanimous written consent of its members filed with the minutes of the Board, adopted a resolution proposing and declaring advisable the following amendment to the Certificate of Incorporation of said corporation:

RESOLVED, that the Certificate of Incorporation be amended by changing the First Article thereof so that, as amended, said Article shall be and read as follows:

The name of the Corporation is
HSBC PRIVATE LABEL CORPORATION

SECOND: That in lieu of a meeting and vote of stockholders, the stockholders have given unanimous written consent to said amendment in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware.

THIRD: That the aforesaid amendment was duly adopted in accordance with the applicable provisions of Sections 242 and 228 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, said **HOUSEHOLD CORPORATION** has caused this certificate to be signed by J. A. Davenport, its Vice President & Secretary, this 8th day of August, 2006.


J. A. Davenport
Vice President & Secretary

Attest:


K. M. Nolan, Assistant Secretary

TOTAL P.06

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