

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, 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 "GREENWICH CAPITAL HOLDINGS, INC.", CHANGING ITS NAME FROM "GREENWICH CAPITAL HOLDINGS, INC." TO "RBS HOLDINGS USA INC.", FILED IN THIS OFFICE ON THE FIFTH DAY OF MARCH, A.D. 2009, AT 7:55 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

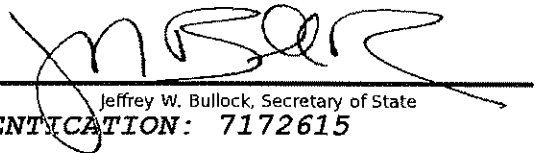
AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF AMENDMENT IS THE FIRST DAY OF APRIL, A.D. 2009.

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You may verify this certificate online
at corp.delaware.gov/authver.shtml


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 7172615

DATE: 03-06-09

**AMENDMENT TO THE
AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
GREENWICH CAPITAL HOLDINGS, INC.**

(Pursuant to Section 242 of the General
Corporation Law of the State of Delaware)

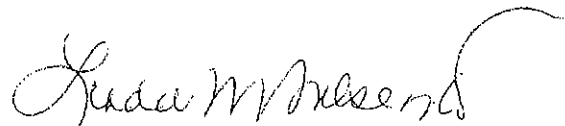
The undersigned, Linda M. Sulsenti, being a Senior Vice President and Assistant Secretary of Greenwich Capital Holdings, Inc., a corporation organized and existing under the laws of the State of Delaware (the "Company"), hereby certifies that:

1. The legal name of the Company is Greenwich Capital Holdings, Inc.
2. The Company filed its original Certificate of Incorporation with the Secretary of State of the State of Delaware on August 12, 1992, together with any amendments thereafter.
3. The Executive Committee of the Board of Directors of the Company authorized the submission of this amendment to the Amended and Restated Certificate of Incorporation of the Company pursuant to written consent on March 5, 2009 changing the name of the Company to:

RBS Holdings USA Inc.

4. NatWest Group Holdings Corporation, being the holder of all of the outstanding Common Stock of the Company, approved such amendment by written consent on March 5, 2009 in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware.
5. The effective date of such name change and amendment to the Company's Amended and Restated Certificate of Incorporation is **April 1, 2009.**

IN WITNESS WHEREOF, the undersigned has signed this amendment to the Amended and Restated Certificate of Incorporation on behalf of the Company on this 5th day of March, 2009.



Linda M. Sulsenti
Senior Vice President and
Assistant Secretary