

# Delaware

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## 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 "RBS GREENWICH CAPITAL INVESTMENTS CORP.", CHANGING ITS NAME FROM "RBS GREENWICH CAPITAL INVESTMENTS CORP." TO "RBS INVESTMENTS USA CORP.", FILED IN THIS OFFICE ON THE FIFTH DAY OF MARCH, A.D. 2009, AT 7:50 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](http://corp.delaware.gov/authver.shtml)

  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 7172589

DATE: 03-06-09

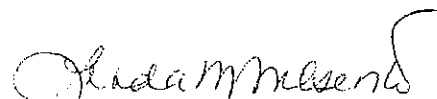
**AMENDMENT TO THE  
CERTIFICATE OF INCORPORATION  
OF  
RBS GREENWICH CAPITAL INVESTMENTS CORP.**

(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 RBS Greenwich Capital Investments Corp., 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 RBS Greenwich Capital Investments Corp.
2. The Company filed its original Certificate of Incorporation with the Secretary of State of the State of Delaware on March 28, 2006.
3. The Board of Directors of the Company authorized the submission of this amendment to the Certificate of Incorporation of the Company pursuant to written consent on March 5, 2009 changing the name of the Company to:  
  
**RBS Investments USA Corp.**
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 Certificate of Incorporation is **April 1, 2009**.

IN WITNESS WHEREOF, the undersigned has signed this amendment to the Certificate of Incorporation on behalf of the Company on this 5<sup>th</sup> day of March, 2009.



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Linda M. Sulsenti  
Senior Vice President and  
Assistant Secretary