

No. F14059

編號



**COMPANIES ORDINANCE
(CHAPTER 32)**

香港法例第32章
公司條例

**CERTIFICATE OF REGISTRATION
OF OVERSEA COMPANY**

海外公司登記證明書

I hereby certify that

本人謹此證明

Credit Suisse

also known as:-

又名為:-

Crédit Suisse

Credito Svizzero

Schweizerische Kreditanstalt

which was incorporated in Switzerland

是在 瑞士

is registered in Hong Kong under Part XI of the Companies Ordinance.

註冊成立，並根據香港公司條例第XI部在香港登記。

Issued by the undersigned on 15 June 2005 .

本證明書於二〇〇五年六月十五日簽發。

A handwritten signature in black ink, appearing to read 'Marianna Yu', written in a cursive style.

Ms. Marianna S. F. YU

.....
**for Registrar of Companies
Hong Kong**

香港公司註冊處處長

(公司註冊主任 余淑芳 代行)

CREDIT SUISSE

Secretary's Certificate

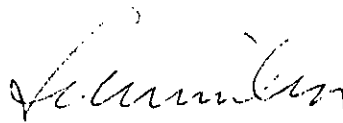
We, Béatrice Fischer and Pierre Schreiber, both duly appointed Corporate Secretaries of CREDIT SUISSE (the 'Bank'), a bank organized and existing under the laws of Switzerland with registered head office in Zurich, Switzerland, DO HEREBY CERTIFY, that

- the attached is a true certified copy of the German original of the Certificate of the Commercial Register of the Canton of Zurich and a true English translation thereof evidencing that effective May 13, 2005, Credit Suisse has merged with Credit Suisse First Boston; and that Credit Suisse First Boston as the surviving company has immediately thereafter changed its name to Credit Suisse.

IN WITNESS WHEREOF, we have signed this Certificate on behalf of Credit Suisse this 13th day of May 2005.



Béatrice Fischer
Corporate Secretary
of Credit Suisse



Pierre Schreiber
Corporate Secretary
of Credit Suisse

Official Certification

Seen for authentication of the reverse side signatures of

- Ms. Beatrice FISCHER, Swiss citizen of Schlatt/ZH, in Zollikon, personally known to us.
- Mr. Pierre Christian SCHREIBER, Swiss citizen of Zürich/ZH, in Kilchberg/ZH, personally known to us.

who are entered in the Register of Commerce of the Kanton of Zürich as Secretaries of the Board of Directors (not members) with the right to sign jointly by two for the

Credit Suisse, corporation with registered headoffice in Zürich.

The signatures have been acknowledged in our presence.

Zürich, 13th May 2005
BK no. 21509-14/rc
CHF 50.--

NOTARIAT ZÜRICH (ALTSTADT)



M. Müller, Deputy Notary public

APOSTILLE
(Convention de la Haye du 5 octobre 1961)

1. Land: Schweizerland / Confédération suisse / Kanton Zürich
Country: Swiss Confederation / Confédération suisse
Diese öffentliche Urkunde / This public document

2. ist unterschrieben von Firma
has been signed by Markus Müller

3. In seiner Eigenschaft als
acting in the capacity of Notariatskellner

4. Sie ist versehen mit dem Stempel/Siegel des (der) bears the stamp/seal of
Notariat Zürich
(Altstadt)

Bestätigt / Certified
5. In / to 8090 Zürich / 8090 Zurich 6. am / the 13. Mai 2005

7. durch die Staatskanzlei des Kantons Zürich
by Chancery of State of the Canton of Zurich

8. unter / under Nr. 2197/2005

9. Stempel / Siegel / Stamp / Seal 10. Unterschrift / Signature
M. Müller



I. Schärer

Commercial Register of Canton Zurich – Day Book

13486 13.05.2005 (TP /TP /3:8/ 1517.2005/020.3.923.549-1)

Credit Suisse First Boston, of Zurich, CH-020.3.923.549-1, stock corporation (SHAB no. 55 of 18.03.2005, p. 17, publ. 2753752). Change to articles of association: 28.04.2005. Merger: acquisition of assets and liabilities of Credit Suisse, of Zurich (CH-035.3.000.060-3), in accordance with the merger agreement of 28.04.2005 and balance sheet as at 31.12.2004. Assets of CHF 213,003,894,504 and liabilities (debt capital) of CHF 203,657,880,616 are transferred to the acquiring company. Because the same shareholders hold all the shares of the companies involved in the merger, there is neither a capital increase nor a share allotment. New company name: **Credit Suisse**. Translation of new company name: (**Crédit Suisse**) (**Credito Svizzero**) (**Schweizerische Kreditanstalt**). New domicile: Paradeplatz 8, 8001 Zurich. New purpose: the purpose of the company is to operate a bank. Its range of business includes all associated types of banking, financial, advisory, service and trading businesses in Switzerland and abroad. The company can establish banks, financial companies and other companies of all types, invest in such companies, take over management of such companies and provide management services to third parties in joint ventures with such companies. The company can buy, mortgage and sell land in Switzerland and abroad. New shares: 43,996,652 registered shares at CHF 100 par value [previously: 15,316,000 bearer shares at CHF 100 par value and 28,680,652 registered shares at CHF 100 par value]. Qualified facts: [The provision on the non-cash capital contribution with regard to the capital increase of 07.04.1993 has been deleted from the articles of association.] [deleted: non-cash capital contribution: In the capital increase of 7.4.1993 acquires in accordance with the agreement on non-cash capital contributions dated 7.4.1993 13,178,500 registered shares of Swiss Volksbank with a par value of CHF 50 each, for which the contributor receives 2,582,986 registered shares with a par value of CHF 100 each.] [The provision on the non-cash capital contribution with regard to the capital increase of 01.06.1993 has been deleted from the articles of association.] [deleted: non-cash capital contribution: In the capital increase of 1.6.1993 acquires in accordance with the agreement on non-cash capital contributions dated 1.6.1993 1,914,000 registered shares of Swiss Volksbank with a par value of CHF 50 each, for which the contributor receives 375,144 registered shares with a par value of CHF 100 each.] [The provision on the non-cash capital contribution with regard to the capital increase of 03.03.1994 has been deleted from the articles of association.] [deleted: non-cash capital contribution: In the capital increase of 3.3.1994 the company acquires in accordance with the agreement on non-cash capital contributions dated 3.3.1994 200,000 registered shares of Swiss Volksbank with a par value of CHF 50 each, for which 29,474 registered shares with a par value of CHF 100 each have been issued.] Restricted transfer: [The restriction on the transferability of the registered shares is removed.]

Commercial Register of Canton Zurich – Day Book

Federal charge: $4,000 + 600 + 40 = 4,640$ (capital 4,294,967,000)

Cantonal charge: Exp. $70 + 50 + 150 + 2 + 65 + 4,023 = 4,360$ Total 9,000

Supporting documentation:

Disposal order

1. Registration
2. FBC approval for Credit Suisse First Boston
2. FBC deletion approval for Credit Suisse
4. Merger agreement and merger balance sheet
5. Credit Suisse Group confirmation
6. Extract from Credit Suisse board of directors minutes
7. Extract from Credit Suisse First Boston board of directors minutes
8. Official certification of AGM resolutions with articles of association



CREDIT SUISSE GROUP

Secretary's Certificate

We, Béatrice Fischer and Pierre Schreiber, both duly appointed Corporate Secretaries of CREDIT SUISSE, a bank organized and existing under the laws of Switzerland with registered head office in Zurich, Switzerland, DO HEREBY CERTIFY, that

in line with Credit Suisse Group's Organizational Guidelines and Regulations the Board of Directors of Credit Suisse Group at its meeting held on April 28, 2005 has resolved to approve the merger of its two wholly owned Swiss banks Credit Suisse First Boston and Credit Suisse effective May 13, 2005

Moreover, the Board has taken note of the resolution by the Board of Directors of Credit Suisse First Boston to change the company name from Credit Suisse First Boston to Credit Suisse as of May 13, 2005, i.e. upon entry of the merger in the Commercial Register.

IN WITNESS WHEREOF, we have signed this Certificate on behalf of Credit Suisse Group this 28th day of April 2005.

Béatrice Fischer
Corporate Secretary
of Credit Suisse Group

Pierre Schreiber
Corporate Secretary
of Credit Suisse Group

Official Certification

Seen for authentication of the reverse side signatures of

- Ms. Beatrice FISCHER, Swiss citizen of Schlatt/ZH, in Zollikon, personally known to us.
- Mr. Pierre SCHREIBER, Swiss citizen of Zürich/ZH and Rheinau/ZH, in Kilchberg, personally known to us.

who are entered in the Register of Commerce of the Kanton of Zürich as secretaries of the board of directors (not members) with the right to sign jointly by two for the

Credit Suisse, corporation with registered headoffice in Zürich.

The signatures have been acknowledged in our presence.

Zürich, 6. May 2005
BK no. 21349-54/rc
CHF 50.--



NOTARIAT ZÜRICH (ALTSTADT)

A. Gossauer, Deputy Notary public

APOSTILLE
(Convention de la Haye du 5 octobre 1961)

1. Land: Schweizerische Eidgenossenschaft, Kanton Zürich
Country: Swiss Confederation, Canton of Zurich
Diese öffentliche Urkunde / This public document

2. ist unterschrieben von Alexander Gossauer
has been signed by Alexander Gossauer

3. In seiner Eigenschaft als Notarstellvertreter
acting in the capacity of Notarstellvertreter

4. Sie ist versehen mit dem Stempel/Siegel des (der) Notariat Zürich (Altstadt)
bears the stamp/seal of Notariat Zürich (Altstadt)

5. In / to 8090 Zürich / 8090 Zurich
6. am / the 9. Mai 2005
Bestätigt / Certified

7. durch die Staatskanzlei des Kantons Zürich
by Chancery of State of the Canton of Zurich

8. unter / under Nr. 7721/2005

9. Stempel / Siegel / Stamp / seal
10. Unterschrift / Signature I. Schärer



I. Schärer