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20105
May 28, 1996 RECORDATION NO. _____ FILED 1-25

MAY 28 1996 - 11 40 AM

INTERSTATE COMMERCE COMMISSION

Honorable Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

MAY 28 11 35 AM '96

RECEIVED
SURFACE TRANSPORTATION
BOARD

Dear Secretary Williams:

Enclosed for recordation, under the provisions of 49 U.S.C. § 11301(a) and the regulations promulgated thereunder, are executed counterparts of a Memorandum of Notice of Name Change dated May 23, 1996, a primary document not previously recorded.

The names and addresses of the parties to the enclosed document are as follows:

ASSIGNOR: (for purpose of indexing)	-	BOT Financial Corporation 125 Summer Street Boston, MA 02110
ASSIGNEE: (for purpose of indexing)		BTM Capital Corporation 125 Summer Street Boston, MA 02110

BOT Financial Corporation has changed its name, effective as of April 1, 1996, to BTM Capital Corporation. BTM Capital Corporation wishes to show for the public record the aforesaid name change, and, accordingly, it has caused this Memorandum of Notice of Name Change to be executed and recorded with the Board.

Counterparts to Ward

DONELAN, CLEARY, WOOD & MASER, P.C.

Letter to Honorable Vernon A. Williams
May 28, 1996
Page 2

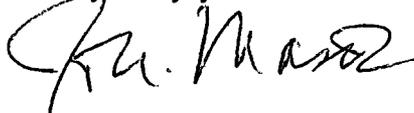
Enclosed is a remittance in the amount of \$21.00 for the required recording fee.

A short summary of the document to appear in the index follows:

Memorandum of Notice of Name Change.

Once the filing has been made, please return to bearer the stamped counterparts not needed for your files, together with the fee receipt, the letter from the Board acknowledging the filing, and the extra copies of this letter of transmittal.

Very truly yours,



John K. Maser III
*Attorney for purposes of this filing
for BTM Capital Corporation*

Enclosures
1200-140

SURFACE TRANSPORTATION BOARD
WASHINGTON, D.C. 20423-0001

5/28/96

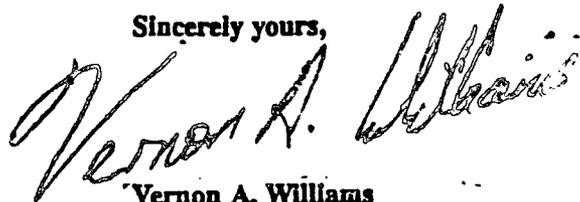
John K. Maser III
Donelan, Cleary, Wood & Maser, PC
1100 New York Avenue, NW., Ste. 750
Washington, DC., 20005-3934

Dear
Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 5-28-96 at 11:40 AM, and assigned recordation number(s).

20205, 20106, 20107, 20108, 20109 and
20110

Sincerely yours,

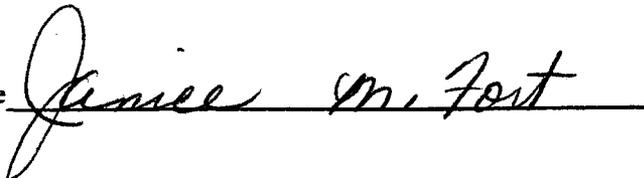


Vernon A. Williams
Secretary

Enclosure(s)

\$ 126.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature



20105

**MEMORANDUM OF
NOTICE OF NAME CHANGE**

MAY 2 10 10 AM '96

WHEREAS, as evidenced by the attachment hereto, BOT Financial Corporation, a Delaware corporation, has changed its name, effective as of April 1, 1996, to BTM Capital Corporation, also a Delaware corporation.

IN WITNESS WHEREOF, BTM Capital Corporation wishes to show for the public record the aforesaid name change, and, accordingly, it has caused this Memorandum of Notice of Name Change to be executed by a duly authorized officer this 23rd day of May, 1996.

BTM Capital Corporation

By: 
(Signature)

Name: Gary L. Christensen
(Type/Print)

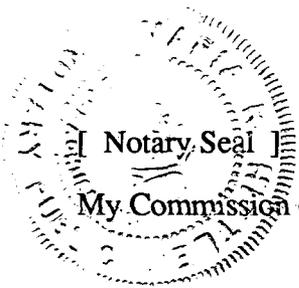
Title: Senior Vice President
(Type/Print)

STATE OF MASSACHUSETTS)
COUNTY OF SUFFOLK)

- SS:

On this _____ day of May, 1996, before me personally appeared the within named Gary L. Christensen, to me personally known, who, by me being duly sworn, says that he/she is Senior Vice President of BTM Capital Corporation, that he/she is duly authorized to executed the foregoing instrument on behalf of BTM Capital Corporation and that the said instrument was signed on behalf of the said corporation by authority of its Board of Directors and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of the said BTM Capital Corporation.

Maria R. Little
Notary Public



My Commission expires 1/27/2000

State of Delaware
Office of the Secretary of State

I, EDWARD J. FREEL, 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 "BOT FINANCIAL CORPORATION", CHANGING ITS NAME FROM "BOT FINANCIAL CORPORATION" TO "BTM CAPITAL CORPORATION", FILED IN THIS OFFICE ON THE FIRST DAY OF APRIL, A.D. 1996, AT 10 O'CLOCK A.M.

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



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

2212958 8100

960093537

AUTHENTICATION: 7890671

DATE: 04-01-96

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION

* * * * *

BOT Financial 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, adopted the following resolutions proposing and declaring advisable the following amendment of the Certificate of Incorporation of said corporation:

RESOLVED, that, effective as of April /st, 1996 and upon the merger of The Bank of Tokyo, Ltd. and The Mitsubishi Bank, Limited, Article FIRST of the Certificate of Incorporation of BOT Financial Corporation be amended so that, as amended, Article FIRST shall read in its entirety as follows: "FIRST: The name of the corporation is BTM Capital Corporation".

RESOLVED, that the Board of Directors hereby (a) declares that the foregoing amendment is advisable and (b) recommends that it be approved by the Stockholders of the 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 BOT Financial Corporation has caused this certificate to be signed by Leo R. Chausse, its Executive Vice President, this 1st day of April, 1996.

BOT FINANCIAL CORPORATION

By: Leo R Chausse
Executive Vice President