

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

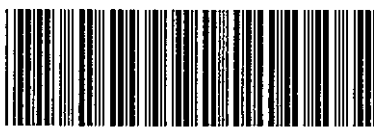
Company No. 170463

The Registrar of Companies for England and Wales hereby certifies that
GODSELL, ASTLEY & PEARCE LIMITED

having by special resolution changed its name, is now incorporated
under the name of
EXCO MONEYBROKING UK LIMITED

Given at Companies House, Cardiff, the 4th March 1996

E. P. Owen
MRS. E. P. OWEN



C001704633

For the Registrar of Companies

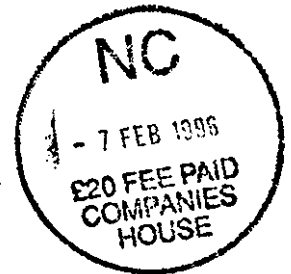


C O M P A N I E S H O U S E

HC006B

CON 73379/SHN

Godsell, Astley & Pearce Limited




Company No : 170463

**THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES**

At an extraordinary general meeting of the company duly convened at Sherborne House, 119 Cannon Street, London, EC4N 5AX on 5th February, 1996 the following special resolution was passed unanimously, in person or by proxy by all members entitled to attend and vote at the meeting:

SPECIAL RESOLUTION

IT WAS RESOLVED THAT the name of the company be changed to Exco Moneybroking UK Limited with effect from 4th March, 1996.


.....
Secretary

