FILE COPY



CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

Company No. 234213

The Registrar of Companies for England and Wales hereby certifies that FIRST DIRECT LIMITED

having by special resolution changed its name, is now incorporated under the name of FIRST DIRECT INVESTMENTS (UK) LIMITED

Given at Companies House, Cardiff, the 17th October 2000



C00234213G





No: 234213

THE COMPANIES ACT 1985 (As amended)

COMPANY LIMITED BY SHARES

RESOLUTION

OF

FIRST DIRECT LIMITED

By Written Resolution of the above-named Company dated 6 October 2000 the following Resolution was passed as a Special Resolution:

SPECIAL RESOLUTION

The name of the Company be changed to "First Direct Investments (UK) Limited".

R Musgrove Secretary

A36 *APATEUOY* 0452
COMPANIES HOUSE 12/10/00