

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 767474

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

having by special resolution changed its name, is now incorporated
under the name of
AUTOLEASE HOLDINGS LIMITED

Given at Companies House, Cardiff, the 6th January 1999



C007674745



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



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

HC006B

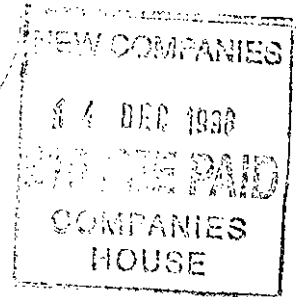
Company 767474

The Companies Acts 1985 to 1989

Company Limited by Shares

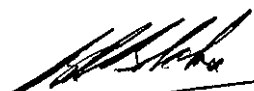
Special Resolution of Autolease Limited

Passed 7 December 1998



At an extraordinary general meeting of the above named company held at 24-26 Newport Road, Cardiff on 7 December 1998 the following resolution was passed as a special resolution.

"That the name of the company be changed to Autolease Holdings Limited"


B P P Blake
Chairman

7 December 1998

