

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 794936

The Registrar of Companies for England and Wales hereby certifies that
HILL SAMUEL INVESTMENT MANAGEMENT LIMITED

having by special resolution changed its name, is now incorporated
under the name of
HILL SAMUEL ASSET MANAGEMENT LIMITED

Given at Companies House, Cardiff, the 18th November 1996



C00794936H

A handwritten signature in black ink, appearing to read 'L. Parry'.

MRS. L. PARRY

For the Registrar of Companies



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

HC006B

COMPANY NUMBER: 794936



THE COMPANIES ACTS 1985-1989

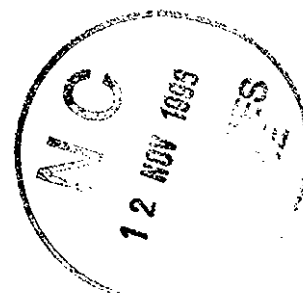
COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

OF

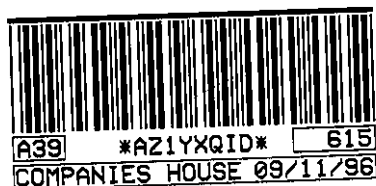
HILL SAMUEL INVESTMENT MANAGEMENT LIMITED

PASSED THE 6TH DAY OF NOVEMBER, 1996



On 6th November, 1996, the sole member of the company resolved as a special resolution:

‘That the name of the company be changed to Hill Samuel Asset Management Limited.’



A handwritten signature in cursive script, appearing to read "S.J. Hopkins".

S.J. Hopkins
Company Secretary