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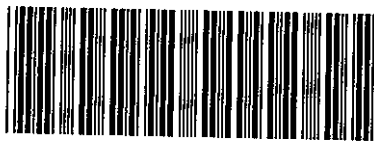
**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 830653

The Registrar of Companies for England and Wales hereby certifies that
FTMF LEASING MARCH (B) LIMITED

having by special resolution changed its name, is now incorporated
under the name of
SWAN NATIONAL MOTOR FINANCE LIMITED

Given at Companies House, Cardiff, the 1st April 1997



C008306530

R. C. Edwards
R. C. EDWARDS

For the Registrar of Companies



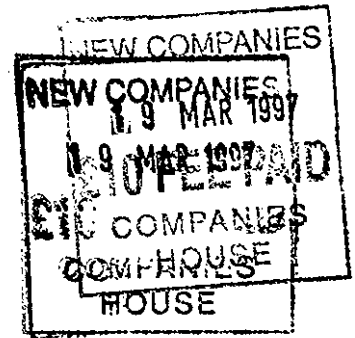
C O M P A N I E S H O U S E

HC006B

CON 81573/SW

COMPANIES ACT 1985

Registered No. 830653



SPECIAL RESOLUTION

OF

FTMF LEASING MARCH (B) LIMITED

At an Extraordinary General Meeting of the members of the above-named Company duly convened and held at 12 Calthorpe Road, Edgbaston, Birmingham, B15 1QZ on the 14th day of March 1997 the following Special Resolution was duly passed:

"THAT the name of the Company be changed to **Swan National Motor Finance Limited** with effect from 1 April 1997."

Signed:
J H McKenzie
Company Secretary

Date: **18 MAR 1997**

