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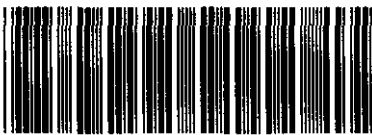
**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

Company No. 830653

The Registrar of Companies for England and Wales hereby certifies that  
SWAN NATIONAL MOTOR FINANCE LIMITED

having by special resolution changed its name, is now incorporated  
under the name of  
ASSETFINANCE MARCH (E) LIMITED

Given at Companies House, Cardiff, the 27th September 1999



\*C00830653Q\*



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES



**C O M P A N I E S   H O U S E**

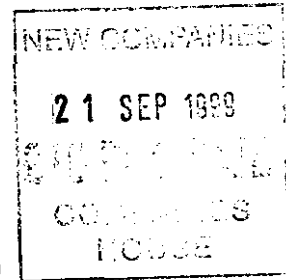
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SHAREHOLDER'S RESOLUTION

Company Number: 830653

SWAN NATIONAL MOTOR FINANCE LIMITED



Resolution in Writing of the Members of the Company dated 15 September 1999.

The undersigned being the members of the Company for the time being hereby resolves as a Special Resolution:

THAT the name of the Company be changed to **Assetfinance March (E) Limited** with effect from 27 September 1999.

.....  
FORWARD TRUST MOTOR FINANCE LIMITED  
by its authorised representative

.....  
GRIFFIN NOMINEES LIMITED  
by its authorised representative

