

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 964058

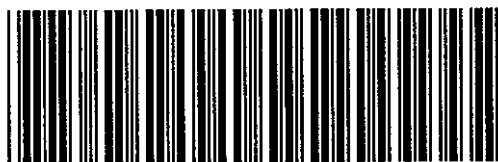
The Registrar of Companies for England and Wales hereby certifies that

HAMBROS BANK LIMITED

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

SG HAMBROS BANK & TRUST LIMITED

Given at Companies House, London, the 2nd November 1998



C009640581

L. Barnes
MRS. L. BARNES

For The Registrar Of Companies



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


Company No. 964058



Hambros Bank Limited
(the Company)


Sole Member's Written Resolution

In accordance with section 381A of the Companies Act 1985, We, the sole member of the Company who at the date of this resolution would be entitled to attend and vote at a general meeting of the Company, **Declare** that the following resolution shall have effect as if passed by the Company in general meeting and accordingly **WE RESOLVE THAT** the name of the Company be changed to "SG Hambros Bank & Trust Limited".


On behalf of
SG Hambros Limited

15 October 1998
Date

A copy of this resolution was sent to the Company's Auditors, KPMG Audit plc, pursuant to the Companies Act 1985.


On behalf of
Hambros Bank Limited

N/C £100
SG 039000
S/DAY