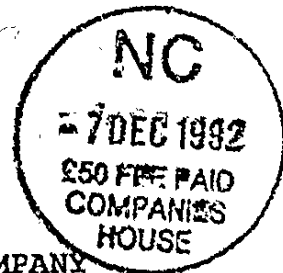


Registered No. 990937



CO-OPERATIVE BANK PUBLIC LIMITED COMPANY

At an EXTRAORDINARY GENERAL MEETING of the above named Company duly convened and held at the registered office of the Company, 1 Balloon Street, Manchester M60 4EP on 1st December, 1992, the following SPECIAL RESOLUTION was passed:-

"That the Company's name be changed to "The Co-operative Bank p.l.c." with effect from 10th January, 1993".

R. Jones
R.K. JONES
SECRETARY



FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 990937

I hereby certify that

CO-OPERATIVE BANK PUBLIC LIMITED COMPANY

having by special resolution changed its name,

is now incorporated under the name of

THE CO-OPERATIVE BANK p.l.c.

Given under my hand at the Companies Registration Office,

Cardiff the 10 JANUARY 1993

F. A. Joseph
F. A. JOSEPH

an authorised officer