

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

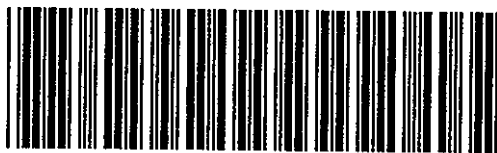
Company No. 1091883

The Registrar of Companies for England and Wales hereby certifies that
SEARS FINANCIAL SERVICES LIMITED

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

CREATION FINANCIAL SERVICES LIMITED

Given at Birmingham, the 7th September 1998



C010918836

H. Gumbs.
H. GUMBS (MISS)

For The Registrar Of Companies



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

Company Number: 1091883

paid £100
part of £200
Lloyds
625357



THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

OF

SEARS FINANCIAL SERVICES LIMITED

Passed 2 September 1998

We, the undersigned, being the sole members of the Company for the time being entitled to receive notice of and to attend and vote at General Meetings (or being a corporation by our duly authorised representative) and pursuant to the articles of association HEREBY RESOLVE that the following resolution be passed and agree that the same shall have the same effect as if passed as a special resolution at a general meeting duly convened and held:-

SPECIAL RESOLUTION

THAT with effect from 7 September 1998, the name of the Company be changed to Creation Financial Services Limited.

Duly authorised for and on behalf of
Sears Investment Trust Ltd

A handwritten signature in black ink, appearing to be 'J D F Drum', written over a dotted line.

J D F Drum
Director