

COMPANY NUMBER 1118580

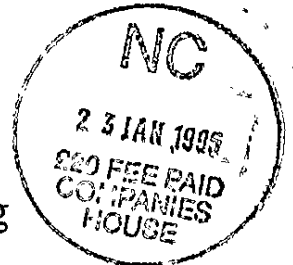
CAPITAL HOUSE INVESTMENT MANAGEMENT LIMITED

THE COMPANIES ACTS 1985

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of the members as a substitute for a
Formal Special Resolution in General Meeting



Passed on 19 January 1995

We the undersigned being the members of Capital House Investment Management Limited ("the Company") having the right to vote at General Meetings or the duly authorised representatives of such members signify our assent to the passing of the Special Resolution set out below under the provisions of the Company's Articles of Association to the effect that such Resolution shall be deemed to be as effective as if it had been passed at a General Meeting duly convened and held.

SPECIAL RESOLUTION

IT WAS RESOLVED THAT the Company's name be changed to :-

NEWTON ASSET MANAGEMENT LIMITED



Signed for on behalf of

CAPITAL HOUSE INVESTMENTS LIMITED ST. PAUL'S NOMINEES LIMITED

M. Snelson
.....
Secretary

M. Snelson
.....
Secretary



FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 1118580

The Registrar of Companies for England and Wales hereby certifies that
CAPITAL HOUSE INVESTMENT MANAGEMENT LIMITED

having by special resolution changed its name, is now incorporated
under the name of
NEWTON ASSET MANAGEMENT LIMITED

Given at Companies House, Cardiff, the 1st February 1995

G. Woodley
G. Woodley



C01,1185800

For the Registrar of Companies



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

HC006B