

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 1143821

The Registrar of Companies for England and Wales hereby certifies that
GRIFFIN NOMINEES LIMITED

having by special resolution changed its name, is now incorporated
under the name of
GRIFFIN CREDIT SERVICES LIMITED

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



C01143821Q



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



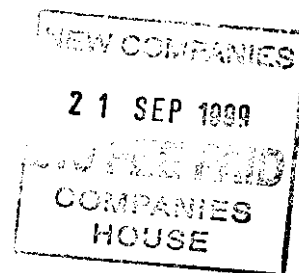
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SHAREHOLDER'S RESOLUTION

Company Number: 1143821

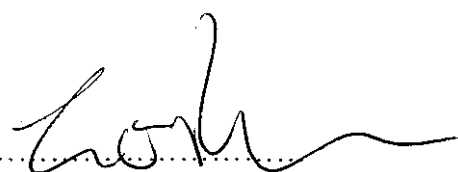



GRIFFIN NOMINEES LIMITED

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 **Griffin Credit Services Limited** with effect from 27 September 1999.


.....
FTG LIMITED
by its authorised representative


.....
JOHN HUME MCKENZIE

