

Company Number: 1212279



THE COMPANIES ACT 1985

PRIVATE COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

of

I.M. HOLDINGS LIMITED

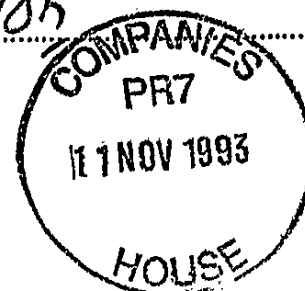
Passed the Twenty-ninth day of October 1993

AT an EXTRAORDINARY GENERAL MEETING of the Company duly convened and held on the above date the following resolutions were duly passed as SPECIAL RESOLUTIONS of the Company:-

RESOLUTIONS

1. THAT the draft regulations produced to the meeting be and are adopted by the Company as new articles of association in substitution for the existing articles of association.
2. THAT the name of the Company be changed to "Hyundai Finance Holdings (UK) Limited".


Chairman



FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 1212279

I hereby certify that

I.M. HOLDINGS LIMITED

having by special resolution changed its name,

is now incorporated under the name of

HYUNDAI FINANCE HOLDINGS (UK) LIMITED

Given under my hand at the Companies Registration Office,
Cardiff the 26 NOVEMBER 1993

A handwritten signature in dark ink, appearing to read 'L. Parry'.

MRS. L. PARRY

an authorised officer