

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 1293566

The Registrar of Companies for England and Wales hereby certifies that
R.M.B.I. NOMINEES LIMITED

having by special resolution changed its name, is now incorporated
under the name of
R.M.B.I. TRUST

Given at Companies House, Cardiff, the 14th June 1994


M.LEWIS

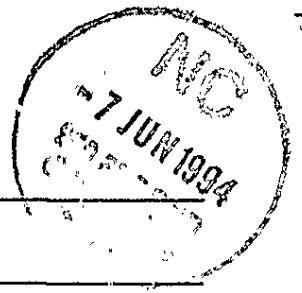
For the Registrar of Companies



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

HC006B

SPECIAL RESOLUTION ON CHANGE OF NAME
COMPANIES ACTS



COMPANY NUMBER 01293566

COMPANY NAME R. M. B. I. NOMINEES LIMITED.

At an Extraordinary General * / ~~Annual-General~~ * ~~General~~ * Meeting of the members of the above named company, duly convened and held at:

PARKERS RESTAURANT & WINE BAR, 109 KINGSWAY
HOLBORN, LONDON WC2B 6PP

on the 10th day of MAY 19 94

The following Special Resolution was duly passed: "THAT THE NAME OF RMBI NOMINEES BE CHANGED TO RMBI TRUST, DISPENSING WITH THE USE OF THE WORDS LIMITED"
That the name of the Company be changed to:

NEW NAME R. M. B. I. TRUST.

Signature: [Signature]
Chairman, Director, Secretary or Officer of the Company

Notes:

* Please delete as appropriate.

NB. The copy Resolution must be filed with the Registrar of Companies within 15 days after the passing of the Resolution. Please insert name and address to which the certificate is to be sent: ✓