

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 1325665

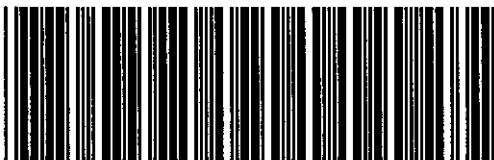
The Registrar of Companies for England and Wales hereby certifies that

LAING & CRUICKSHANK INVESTMENT MANAGEMENT LIMITED

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

UBS LAING AND CRUICKSHANK LIMITED

Given at Companies House, London, the 30th April 2004



C01325665T



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

174231



LAING & CRUICKSHANK INVESTMENT MANAGEMENT LIMITED
(company number 1325665)
(the "Company")

WRITTEN RESOLUTION OF THE COMPANY IN LIEU OF A GENERAL MEETING

passed on 30 APRIL 2004 pursuant to regulation 53 of Table A in the Companies (Tables A to F) (Amendment) Regulations 1985 as incorporated into the Company's Articles of Association

We, the undersigned, being all the members of the Company entitled to vote at a general meeting of the Company hereby pass the following Special Resolution of the Company (the "**Resolution**") and agree that the Resolution shall for all purposes be as valid and effectual as if the same had been passed at a general meeting of the Company duly convened and held.

SPECIAL RESOLUTION

THAT the Company change its name from Laing & Cruickshank Investment Management Limited to UBS Laing & Cruickshank Limited pursuant to section 28 of the Companies Act 1985.

*and x
POA*

For and on behalf of
Credit Lyonnais Capital Markets

For and on behalf of
Credit Lyonnais Group Management Limited