

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 1970859

The Registrar of Companies for England and Wales hereby certifies that
JOH (SECURITIES) LIMITED

having by special resolution changed its name, is now incorporated
under the name of
RUPERT HAMBRO & PARTNERS LIMITED

Given at Companies House, Cardiff, the 5th August 1999



C019708594



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



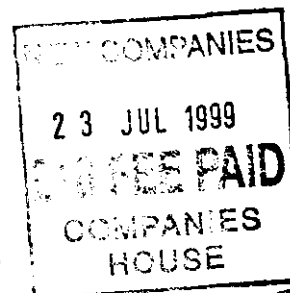
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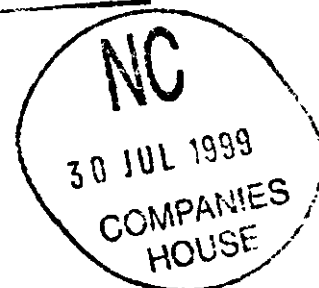
CON 113330/ETG

No. of Company: 1970859



THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY SHARES



WRITTEN RESOLUTION

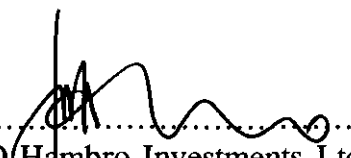
OF


JOH (SECURITIES) LIMITED

Passed on the 22 day of July 1999

We, the undersigned, being all the Members of the Company for the time being entitled to attend and vote at General Meetings, hereby resolve that the following resolution be passed as a Written Resolution pursuant to Section 381A of the Companies Act 1985:

That the name of the Company be changed to "Rupert Hambro & Partners Limited".


.....
J O Hambro Investments Ltd


.....
Rupert Nicholas Hambro

10 park place
Lond
SW1 A 1 P



A39 *AAZ65IGS* 893

COMPANIES HOUSE 30/07/99

COMPANIES HOUSE 23/07/99