

16-09-97

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**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

Company No. 2171236

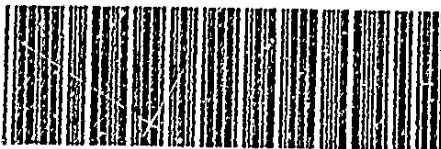
The Registrar of Companies for England and Wales hereby certifies that

THE MORTGAGE CORPORATION DIRECT LIMITED

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

FIRST NATIONAL INDEPENDENT ADVISERS LIMITED

Given at Companies House, London, the 12th September 1997



\*C02171236B\*

*S. Bashar*

MISS S. BASHAR

For The Registrar Of Companies



COMPANIES HOUSE

10 - 09 - 97

Company No. 2171236



THE COMPANIES ACT 1985  
COMPANY LIMITED BY SHARES  
SPECIAL RESOLUTION

- of -

THE MORTGAGE CORPORATION DIRECT LIMITED  
(the "Company")

Passed 11 September 1997

At an Extraordinary General Meeting of the Company duly convened and held on 11 September 1997 at 4.30 p.m., the following resolution was duly proposed and passed as a special resolution.

Special Resolution

That the name of the Company be changed to First National Independent Advisers Limited.

*G M Wellman*

G M WELLMAN

Secretary

11 September 1997

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