

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 2171236

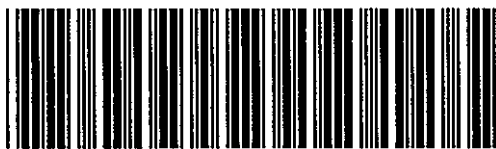
The Registrar of Companies for England and Wales hereby certifies that

FIRST NATIONAL INDEPENDENT ADVISERS LIMITED

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

FIRST ACTIVE IFA LIMITED

Given at Companies House, London, the 4th September 1998



C021712363

S. Bashar.

MISS S. BASHAR

For The Registrar Of Companies



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

Company Number: 2171236



THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION
of
FIRST NATIONAL INDEPENDENT ADVISERS LIMITED
(the "Company")

Pursuant to Section 381A of the Companies Act 1985 the following resolution was duly passed on 27 August 1998 as a Special Resolution of the Company.

SPECIAL RESOLUTION

THAT:

- (a) the name of the Company be changed to "First Active IFA Limited"
- (b) the Memorandum of Association contained in the printed document hereto attached and marked "Appendix A" be and is hereby approved and adopted as the Memorandum of Association of the Company in substitution for and to the exclusion of the existing Memorandum of Association.
- (c) the Articles of Association contained in the printed document hereto attached and marked "Appendix B" be and they are hereby approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of the existing Articles of Association.

Signed: G M Wellman

Date: 27 August 1998

G M WELLMAN
COMPANY SECRETARY

N/C - 2600-5/6
BB 002653
8/day
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