

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 2192234

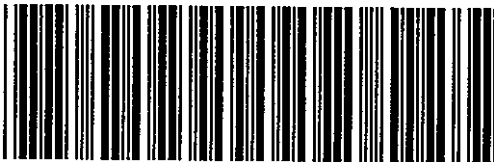
The Registrar of Companies for England and Wales hereby certifies that

P & G BLAND FINANCIAL SERVICES LIMITED

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

BLAND BANKART FINANCIAL SERVICES LIMITED

Given at Birmingham, the 30th September 1997



C02192234T

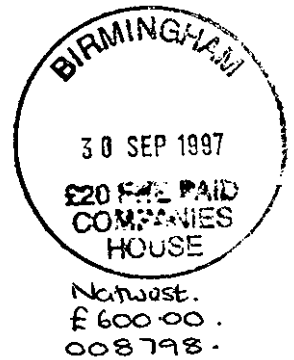
Pmc Kema

For The Registrar Of Companies



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

Company Number:- 2192234



COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

RESOLUTION OF

P & G BLAND FINANCIAL SERVICES LIMITED

(Passed 12th September 1997)

At an Extraordinary General Meeting of the members of the above named Company duly convened and held at 20 New Walk Leicester on 12th September 1997 the following resolution was duly passed as a Special Resolution:-

SPECIAL RESOLUTION

That the name of the Company be changed to "Bland Bankart Financial Services Limited"

Chairman