

FILE COPY



CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME
AND RE-REGISTRATION OF A PRIVATE COMPANY
AS A PUBLIC COMPANY

Company No. 2222856

The Registrar of Companies for England and Wales hereby certifies that
SUN BANKING CORPORATION LIMITED

formerly registered as a private company having changed its name and
having this day been re-registered under the Companies Act 1985 as a
public limited company is now incorporated under the name of

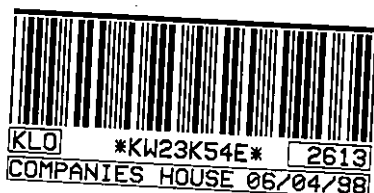
SUN BANK PLC

and that the company is limited.

Given at Companies House, London, the 6th April 1998


MRS. L. BARNES

For The Registrar Of Companies



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