

FILE COPY



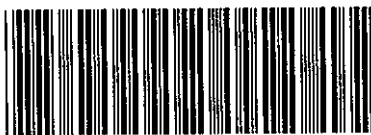
**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 2223203

The Registrar of Companies for England and Wales hereby certifies that
BARCLAYS FINANCE LIMITED

having by special resolution changed its name, is now incorporated
under the name of
BARSHELFCO (NP NO.6) LIMITED

Given at Companies House, Cardiff, the 20th January 1998



C02223203J

E. P. Owen
MRS. E. P. OWEN

For the Registrar of Companies



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

HC006B

Barclays Finance Limited
(Company No. 2223203)



Written Resolution of: The Members of the Company

Dated 8 January 1998

We, being all the Members who at the date hereof would be entitled to attend and vote at a general meeting of the Company, hereby RESOLVE THAT the name of the Company be changed to:

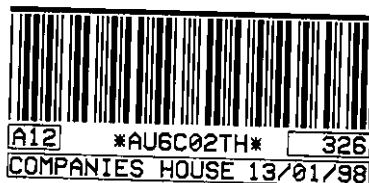
BARSHELFCO (NP NO.6) LIMITED

..... *Ac E...*

Director, for and on behalf of
Barclays Holdings Limited

..... *Ian W...*

Director, for and on behalf of
Barclays Group Limited



CERTIFIED A TRUE COPY
Ac E...
ASSISTANT SECRETARY