

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 2304755

The Registrar of Companies for England and Wales hereby certifies that

PREMIER PENSION (NOMINEES) LIMITED

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

MELLON EUROPE PENSION (NOMINEES) LIMITED

Given at Companies House, London, the 2nd January 2001



C023047551

A handwritten signature in dark ink, appearing to read 'L. Connelly'.

L. CONNELLY

For The Registrar Of Companies



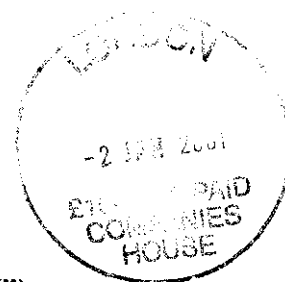
C O M P A N I E S H O U S E

Company Number: 02304755

THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY SHARES

PREMIER PENSION (NOMINEES) LIMITED (THE "COMPANY")



Dated 20/12 2000

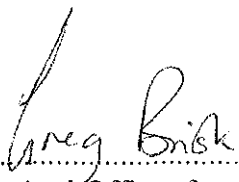
1. We, the undersigned, being all the members of the Company for the time being entitled to receive notice of and to attend and vote at general meetings (or being a corporation by our duly authorised representative) and pursuant to the Articles of Association hereby resolve that the following resolutions be passed and agree that the same shall have the same effect as if passed as special resolutions at a general meeting duly convened and held:-


- a) **THAT** subject to and with effect from the date on which the registrar of companies issues a certificate of incorporation on change of name, the name of the Company be changed to Mellon Europe Pension (Nominees) Limited.
- b) **THAT** the Memorandum and Articles of Association of the Company be amended to record a change in the name of the Company to Mellon Europe Pension (Nominees) Limited.

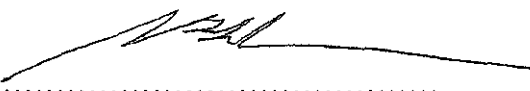
2. Having received letters of application together with settled funds in respect of such, we the undersigned, being all the members of the Company for the time being and acting through our duly authorised representatives, hereby transfer our holding of one ordinary share of £1 each of the Company respectively, free of any charges, liens or encumbrances to the following party and for such consideration as is detailed below.

ML
LTSB
009503
S/027

Transferor	Transferee	Consideration	Shares
Mellon Fund Administration Limited	Mellon UK Holdings Limited	£1	1 ordinary share of £1
Mellon Bank N.A.	Mellon UK Holdings Limited	£1	1 ordinary share of £1


Duly authorised Officer for and on behalf of
Mellon Fund Administration Limited

I hereby certify this
to be a true copy of
the original. 


Duly authorised Officer for and on behalf of
Mellon Bank N.A. (As Nominee)