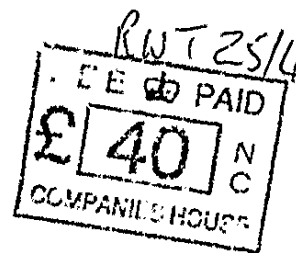


No. 2334263



THE COMPANIES ACT 1985

Company Limited by Shares

RESOLUTION

of

TRUSHELFCO (NO. 1401) LIMITED

At an Extraordinary General Meeting of the above-named Company
duly convened and held on 14th April, 1989, the following
special resolution was passed:

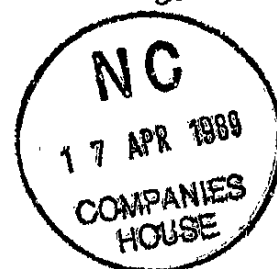
SPECIAL RESOLUTION

THAT the name of the Company be changed to Residential Mortgages
No. 1 Limited.

Chairman

SLAUGHTER AND MAY
36 BASINGWALL STREET
LONDON EC2V 5DS

6.11.1989



FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 2334263

I hereby certify that

TRUSHELFCO (NO. 1401) LIMITED

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

RESIDENTIAL MORTGAGES NO. 1 LIMITED

Given under my hand at the Companies Registration Office,
Cardiff the 25 APRIL 1989

F. A. Joseph.

F. A. JOSEPH

an authorised officer