

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 2450886

The Registrar of Companies for England and Wales hereby certifies that

ABN AMRO CAPITAL LIMITED

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

ABN AMRO CAPITAL (HOLDINGS) LIMITED.

Given at Companies House, London, the 4th November 2002



C024508863



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —

S/D Ldn
NIC
003246

Company Number: 2450886



THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

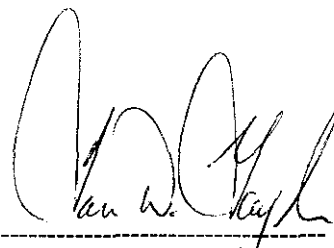
-of-

ABN AMRO CAPITAL LIMITED

At an Extraordinary General Meeting of the Company held at 199 Bishopsgate, London EC2M 3XW on Monday 4th November 2002 at 9.30 a.m. the following resolution was passed as a special resolution.

Special Resolution

THAT, the name of the Company be changed to "ABN AMRO Capital (Holdings) Limited."



Chairman



COMPANIES HOUSE

04/11/02