

FILE COPY



**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

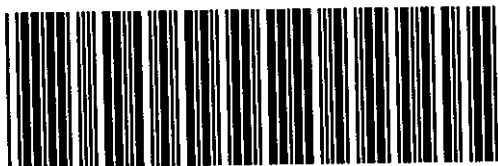
Company No. 2470318

The Registrar of Companies for England and Wales hereby certifies that  
JARDINE EUROPEAN MOTORS PLC

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

JARDINE MOTORS GROUP PLC

Given at Companies House, London, the 19th September 1997



\*C02470318I\*

*L. Barnes*  
MRS. L. BARNES

For The Registrar Of Companies



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

Number of Company: 2470318



The Companies Act 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

OF

**JARDINE EUROPEAN MOTORS PLC**

(Pursuant to Section 378 of the Companies Act 1985)

Passed on 18 September 1997

At an Extraordinary General Meeting of the above named Company, duly convened, and held at Jardine House, 6 Crutched Friars, London EC3N 2HT on 18 September 1997 the following Special Resolution was duly passed:

Special Resolution

THAT the name of the Company be changed to Jardine Motors Group plc with immediate effect.

Certified to be a true copy

Matheson & Co., Limited  
Secretaries

A handwritten signature in cursive script that reads 'Jennifer Rutherford'.

Mrs J L Rutherford  
Assistant Secretary

N/C £100 //

NW 020585

8/10/97