

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 2579337

The Registrar of Companies for England and Wales hereby certifies that
SUMMIT LEASE FINANCE (NO.3) LIMITED

having by special resolution changed its name, is now incorporated
under the name of
WOODCHESTER EQUIPMENT FINANCE LIMITED

Given at Companies House, Cardiff, the 18th December 1997



C02579337H

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

For the Registrar of Companies

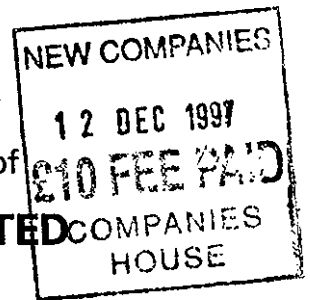


C O M P A N I E S H O U S E

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2579337

Minutes of a Meeting of the Board of Directors of
SUMMIT LEASE FINANCE (NO.3) LIMITED



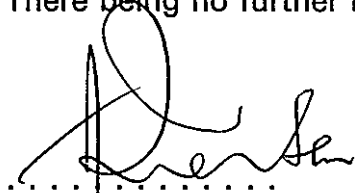
Held at WOODCHESTER HOUSE, SELSDON WAY, DOCKLANDS, LONDON on
3 November 1997.

The following officers were present:

GERARD RYAN (Secretary)
ARNOLD IVERSEN

1. There were produced to the Meeting:
 - (a) a Notice of Extraordinary General Meeting (copy appended) to be convened to consider a Special Resolution to change the name of the Company to WOODCHESTER EQUIPMENT FINANCE LIMITED;
 - (b) a form of consent to short notice of Extraordinary General Meeting (copy appended).
2. It was resolved that the Directors recommend to the members of the Company that they adopt the Resolution set out in the Notice and that an Extraordinary General Meeting be convened and held forthwith on short notice for the purpose of considering and, if thought fit, passing the Resolution set out in the Notice as a Special Resolution.
3. The meeting was thereupon adjourned for the holding of the Extraordinary General Meeting. On the resumption of the meeting it was reported that the Resolution set out in the Notice of the Extraordinary General Meeting had been duly passed by the requisite majority.
4. It was resolved that the Secretary be instructed to file a print of the Resolution with Companies House.

There being no further business, the meeting was closed.


.....
[Chairman]

3/11/97.....
[Date]