

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 2678531

The Registrar of Companies for England and Wales hereby certifies that
HENDERSON TOUCHE REMNANT UNIT TRUST MANAGEMENT LIMITED
having by special resolution changed its name, is now incorporated
under the name of

Henderson Investment Funds Limited

Given at Companies House, London, the 7th April 1997



C026785316

S. Bashar.

MISS S. BASHAR

For The Registrar Of Companies



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

Number of Company - No. 2678531



THE COMPANIES ACT 1985

SPECIAL RESOLUTION

of

Henderson Touche Remnant Unit Trust Management Limited

At an Extraordinary General Meeting of the Company duly convened and held at 3 Finsbury Avenue, London EC2M 2PA on 6 March 1997 the following Resolution was duly passed as a Special Resolution:

"That the name of the company be changed to Henderson Investment Funds Limited with effect from 7 April 1997".

Henderson Secretarial Services Limited
Secretary

A handwritten signature in black ink, appearing to be 'P. L. H.', written over a dotted line.

Director

NC-4400-2/4
RBS 246509
Sday