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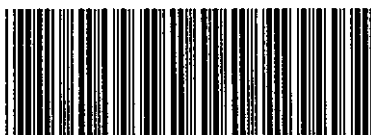
**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 2704078

The Registrar of Companies for England and Wales hereby certifies that
MINMAR 1995 LTD

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

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



C02704078I

R. C. Edwards
R. C. EDWARDS

For the Registrar of Companies



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

HC006B

WRITTEN RESOLUTION

pursuant to Article 9 of the Articles of Association

of

NAME OF EXISTING COMPANY: MINMAR 1995 LTD

COMPANY NUMBER: 2704078

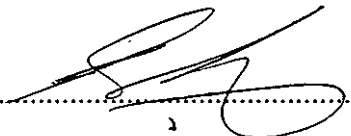


We, the undersigned, being the sole member of the above company, for the time being entitled to receive notice of, attend and vote at General Meetings, hereby unanimously pass the following resolution and agree that the said resolution for all purposes be as valid and effective as if the same had been passed at a General Meeting of the company duly convened and held.

It is resolved that the name of the company be changed to:

WORLDCOVER DIRECT LIMITED

Dated this ninth day of September 1997

Signed 

For and on behalf of GE Capital Warranty Services Group Limited

Please insert the name and address to which the certificate is to be sent:

Pippa O'Gorman
Legal Department
Consolidated Financial Insurance
Vantage West
Great West Road
Brentford
Middlesex TW8 9AG

