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**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 2761837

The Registrar of Companies for England and Wales hereby certifies that
THE PROCESSING CENTRE U.K. LIMITED

having by special resolution changed its name, is now incorporated
under the name of
FREEDOM FINANCIAL SERVICES LIMITED

Given at Companies House, Cardiff, the 5th October 2000



C027618374



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES

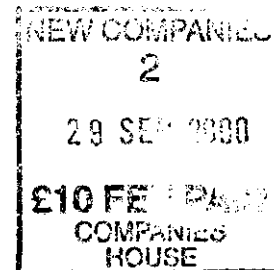


C O M P A N I E S H O U S E

HC006B

116127

Company number: 2761837



PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTION
OF
THE PROCESSING CENTRE UK LIMITED ("the Company")

We, the undersigned, being all the members of the Company who (at the date of this Written Resolution) would be entitled to attend and vote at a general meeting of the Company, hereby agree and pass the following:

SPECIAL RESOLUTION

THAT the name of the Company be changed to FREEDOM FINANCIAL SERVICES LIMITED.

It is hereby certified that the above is a true copy of the resolution of the members of the Company and that the resolution set out was duly passed in accordance with and in compliance with the memorandum and articles of association of the Company.

Dated: 20th September 2000

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for and on behalf of
WILMSLOW FINANCE LIMITED

