

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 2781154

The Registrar of Companies for England and Wales hereby certifies that

HSBC PRIVATE EQUITY LIMITED

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

MONTAGU PRIVATE EQUITY LIMITED

Given at Companies House, London, the 24th March 2003



C02781154N



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

100434

No. 2781154

HSBC PRIVATE EQUITY LIMITED
("the Company")



**Written Resolution of the Company under
Section 381A of the Companies Act 1985**

We the undersigned, being all the members for the time being of the Company who at the date of this resolution is entitled to receive notice of and to attend and vote at a general meeting of the Company, HEREBY PASS pursuant to section 318A of the Companies Act 1985 the following resolution as a written resolution of the Company.

RESOLUTION

THAT the name of the Company be changed to "Montagu Private Equity Limited".

.....
for and on behalf of
HSBC Bank plc

.....
for and on behalf of
HSBC Group Nominees UK Limited

Dated: 17 March 2003

