

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 2803379

The Registrar of Companies for England and Wales hereby certifies that

CCF CHARTERHOUSE EUROPEAN HOLDINGS LIMITED

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

CCF CHARTERHOUSE LIMITED

Given at Companies House, London, the 28th June 2000



A handwritten signature in black ink, appearing to read 'K Davis'.

K DAVIS

C02803379R

For The Registrar Of Companies



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



THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY SHARES

RESOLUTION IN WRITING

of

CCF CHARTERHOUSE EUROPEAN HOLDINGS LIMITED

In accordance with regulation 53 of Table A in the Schedule to the Companies (Table A to F) Regulations 1985 (as amended) (as incorporated in the Company's articles of association), we, the undersigned, being the sole member of the Company who would, at the date of this resolution, have been entitled to vote upon it as if it had been proposed at a general meeting at which we were present, pass the following resolution in writing (such resolution to have effect as a special resolution)

RESOLUTION IN WRITING

(by the sole member of the Company)

1. **THAT** the Company's name be changed to **CCF Charterhouse Limited**.

Dated 27 June 2000

Signed 

C-H Filippi

For and on behalf of European Corporate Finance Holding SA,

5/Day £100
N/C
NW 030066