FILE COPY



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

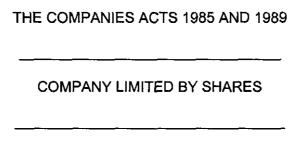
CCF CHARTERHOUSE LIMITED

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

C02803379R

2 Davis
K DAVIS

For The Registrar Of Companies



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 2100 NC NW 030066