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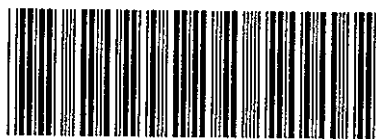
**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 2803379

The Registrar of Companies for England and Wales hereby certifies that
CHARTERHOUSE EUROPEAN HOLDING LIMITED

having by special resolution changed its name, is now incorporated
under the name of
CCF CHARTERHOUSE EUROPEAN HOLDINGS LIMITED

Given at Companies House, Cardiff, the 7th August 1998



C028033796

A L Turner
A L TURNER

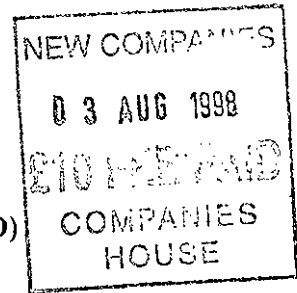
For the Registrar of Companies



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

HC006B

Company No: 2803379



THE COMPANIES ACT 1985 (AS AMENDED)

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

of

CHARTERHOUSE EUROPEAN HOLDING LIMITED

Passed 27 July 1998

At an EXTRAORDINARY GENERAL MEETING of the above named Company duly convened and held at 1 Paternoster Row, St Paul's, London EC4M 7DH, on Monday, 27 July 1998, the following Resolution was duly passed as a SPECIAL RESOLUTION of the Company:

RESOLUTION

THAT the name of the Company be changed to 'CCF Charterhouse European Holdings Limited'



A handwritten signature in black ink, appearing to read 'D W Parish'.

David W Parish

Chairman of the Meeting