

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

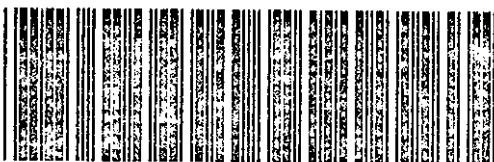
Company No. 2867468

The Registrar of Companies for England and Wales hereby certifies that
S.G. WARBURG & CO. (LEASING) (NUMBER 3) LTD.

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

KLEINWORT BENSON LEASING SEPTEMBER (1) LTD.

Given at Companies House, London, the 22nd December 1995



C02867468L

L. Mills
MRS L. MILLS

For The Registrar Of Companies



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

Company No. 0867468

THE COMPANIES ACTS 1985 AND 1989

PRIVATE COMPANY LIMITED BY SHARES



SPECIAL RESOLUTION

of

S.G. Warburg & Co. (Leasing) (Number 3) Ltd.

At an extraordinary general meeting of the Company held at the offices of the Company at 2 Finsbury Avenue, London EC2M 2PP on Friday 22 December 1995 the following resolution was passed as a special resolution:

SPECIAL RESOLUTION

THAT the name of the Company be changed to KLEINWORT BENSON LEASING SEPTEMBER (1) LTD.

CHAIRMAN

ASS 01/2603
cf Wt3,000
11/15
S/G ray