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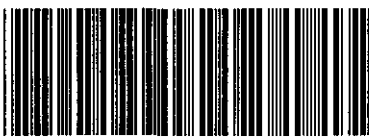
**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 2890236

The Registrar of Companies for England and Wales hereby certifies that
RMA (HOLDINGS) LIMITED

having by special resolution changed its name, is now incorporated
under the name of
RIXON MATTHEWS APLEYARD LIMITED

Given at Companies House, Cardiff, the 27th August 2003



C02890236Q



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES

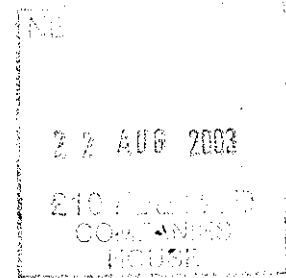


Companies House
— for the record —

HC006B

Company Number: 2890236

THE COMPANIES ACT 1985
AND THE COMPANIES ACT 1989
A COMPANY LIMITED BY SHARES



WRITTEN RESOLUTION

of

RMA (HOLDINGS) LIMITED

(Pursuant to Section 381A of the Companies Act 1985)

(Passed on the 18th day of August 2003)

WE, the undersigned Members of the Company being all the Members who at the date hereof would be entitled to attend and vote at a general meeting of the Company, **HEREBY RESOLVE** as follows, such Resolution to take effect as a Special Resolution:-

SPECIAL RESOLUTION

THAT the name of the Company be changed to "Rixon Matthews Appleyard Limited".

Name of Shareholder

Signature

Rodney Stuart Johnson

.....

John David Mutch

.....

Colin Stewart Beaumont

.....

John Walter Marshall

.....

Ivan Graham Logan

.....

3i Group Plc

.....


(DUNCAN GRAY UNDER A POWER OF
ATTORNEY DATED 28 MARCH 2003)



A46
COMPANIES HOUSE

0835
22/08/03