

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 2915906

The Registrar of Companies for England and Wales hereby certifies that
S.G.W. NAMES NOMINEES LTD.

having by special resolution changed its name, is now incorporated
under the name of
RBSTB NAMES NOMINEES LTD.

Given at Companies House, Cardiff, the 13th February 1997



C02915906C

A handwritten signature in dark ink, appearing to read 'L. Parry'.

MRS. L. PARRY

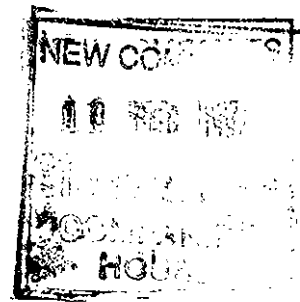
For the Registrar of Companies



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

HC006B

Company No. 2915906



Pursuant to
Section 381A Companies Act 1985 and

PRIVATE COMPANY LIMITED BY SHARES

S.G.W. NAMES NOMINEES LTD.

We, the undersigned, being the sole member of the Company, hereby pass the following resolution as a Special Resolution and declare that the said resolution shall, pursuant to Section 381A of the Companies Act 1985, for all purposes be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held:

THAT the name of the Company be changed to:

RBSTB Names Nominees Ltd.

Signed:

Andrew Wallace *Sulvan Stan*

Dated: *6 February 1997*

For S.G. Warburg Finance & Developments Ltd.

