

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 2960433

The Registrar of Companies for England and Wales hereby certifies that

CHILTERN FINANCIAL SERVICES LIMITED

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

CFS INDEPENDENT LIMITED

Given at Companies House, London, the 15th November 1999



C02960433E

A handwritten signature in black ink, appearing to read 'J Mayne'.

MR J MAYNE

For The Registrar Of Companies



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

Company number: 2960433

CHILTERN FINANCIAL SERVICES LIMITED

We the undersigned, being all the members of the company, hereby resolve as a special resolution

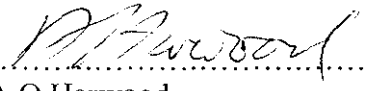
THAT the name of the company be changed to

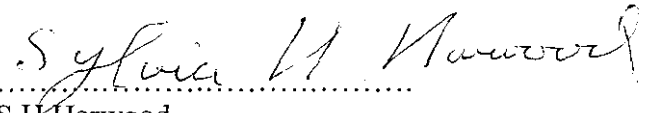
CFS INDEPENDENT LIMITED

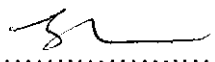
with immediate effect.

Dated this 12th day of November 1999.




.....
A O Harwood


.....
S H Harwood


.....
for & on behalf of
Chiltern Group plc

IJB

S/DAY £100
N/C
BB 101247