

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 2974633

The Registrar of Companies for England and Wales hereby certifies that
GARTMORE MICRO INDEX TRUST PLC.

having by special resolution changed its name, is now incorporated
under the name of
GARTMORE FLEDGLING INDEX TRUST PLC

Given at Companies House, Cardiff, the 26th March 1997



C02974633P

E. P. Owen
MRC. E. P. OWEN

For the Registrar of Companies

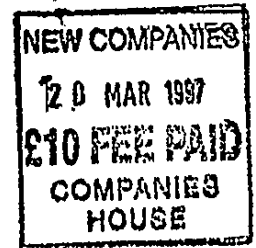


C O M P A N I E S H O U S E

HC006B

The Companies Act 1985
Public Company Limited by Shares

**SPECIAL RESOLUTIONS
OF
GARTMORE MICRO INDEX TRUST plc**



Passed on 18th March 1997

At the second Annual General Meeting of Gartmore Micro Index Trust plc held at Fenchurch Exchange, 8 Fenchurch Place, London EC3M 4TE, on 18th March 1997, the following Special Resolution were proposed and passed:-

SPECIAL RESOLUTIONS

THAT:



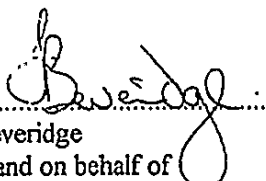
1. (A) the Directors of the Company be and they are hereby generally and unconditionally authorised pursuant to Section 80 of the Companies Act 1985 (the Act) to exercise all the powers of the Company to allot relevant securities (which in this Resolution shall have the meaning given to such term in Section (80)2 of the Act) up to an aggregate nominal amount of £2,963,253 provided that this authority shall expire on whichever is the earlier of fifteen months from the date hereof and the date of the Annual General Meeting of the Company to be held in 1998, but so that this authority shall allow the Company, before the expiry of the authority, to make offers, agreements or other such arrangements which would or might require relevant securities to be allotted after such expiry and so that the Directors of the Company shall be allowed to allot relevant securities pursuant to any such offers, agreements or other such arrangements as if the authority hereby conferred had not expired; and
- (B) The Directors of the Company be and they are hereby given power, pursuant to Section 95 of the Act, to allot equity securities (within the meaning of Section 94 of the said Act) pursuant to the authority conferred upon them by sub-paragraph (A) of this Resolution as if Section 89 (1) of the Act did not apply to any such allotment provided that:
 - (i) the power conferred hereby shall be limited:
 - (a) to the allotment of equity securities in connection with rights issues in favour of Ordinary shareholders where the equity securities respectively

attributable to the interests of all Ordinary shareholders are proportionate (as nearly as may be) to the respective number of Ordinary shares held by them, but subject to such exclusions or other arrangements as the Directors of the Company may deem necessary or expedient in relation to fractional entitlements or legal or practical problems arising under the laws or requirements of any recognised regulatory body or any stock exchange or otherwise in any overseas territory; and

(b) to the allotment (otherwise than pursuant to sub-paragraph(a) above) of equity securities up to an aggregate nominal value of £444,488;

(ii) the power conferred hereby shall expire on the date of the Annual General Meeting of the Company in 1998 or on expiry of the 15 month period following the passing of this Resolution (whichever is the earlier) but so that this power shall allow the Company, before the expiry of this power, to make offers, agreements or such other arrangements which would or might require equity securities to be allotted after such expiry and so that the Directors of the Company be allowed to allot equity securities pursuant to such offers, agreements or other such arrangements as if the power conferred hereby had not expired.

2. the name of the Company be changed to **Gartmore Fledgling Index Trust plc.**


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I Beveridge
for and on behalf of
Gartmore Investment Limited
Secretaries