

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 2975738

The Registrar of Companies for England and Wales hereby certifies that

MC ASSET MANAGEMENT LIMITED

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

Omnia Asset Management Limited

Given at Companies House, London, the 6th September 1996



C029757385

S. Bashar

MISS S. BASHAR

For The Registrar Of Companies



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

No. 2975738



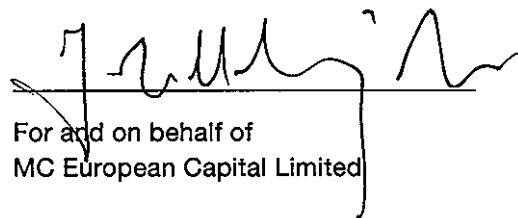
MC ASSET MANAGEMENT LIMITED

**Resolution in Writing of the Sole Member
of the above Company
passed in accordance with the
Articles of Association of the Company**

Special Resolution

IT IS HEREBY RESOLVED:-

THAT the name of the Company be changed to "Omnia Asset Management Limited".


For and on behalf of
MC European Capital Limited

5/9/96
Date

Hackwood Secretaries Limited (VYH)
Barrington House
59/67 Gresham Street
London EC2V 7JA
Tel: 0171 606 7080

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