

FILE COPY



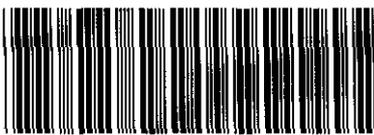
**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 3002705

The Registrar of Companies for England and Wales hereby certifies that
ING BARING HOLDINGS LIMITED

having by special resolution changed its name, is now incorporated
under the name of
ING INTERMEDIATE HOLDINGS LIMITED

Given at Companies House, Cardiff, the 18th March 2002



C03002705H



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

HC006B

110400
12/11/02
Company number: 3002705

THE COMPANIES ACTS 1985 AND 1989

ING BARING HOLDINGS LIMITED

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

Certified copy of written resolution of the sole member of
ING Baring Holdings Limited (the "Company")

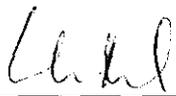
I hereby certify that the following is a true copy of a written resolution which was
passed by the sole member of the Company on 6 March 2002.

SPECIAL RESOLUTION

That the name of the Company be changed to "ING Intermediate Holdings Limited"
with effect from 25th March 2002

Dated: 6th March 2002

Signed



Adrian Neil Marsh
Secretary

