

21-09-95

FILE COPY



CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

Company No. 3066501

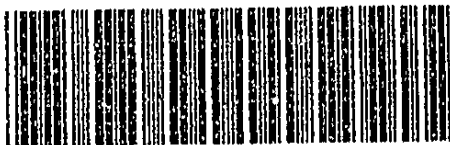
The Registrar of Companies for England and Wales hereby certifies that

LDCL NOMINEES LIMITED

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

LLOYDS VENTURES NOMINEES LIMITED

Given at Companies House, London, the 18th September 1995



C03066501H

L. Mills

MRS L. MILLS

For The Registrar Of Companies



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

21-09-95

Company No. 3066501



LDCL NOMINEES LIMITED

WRITTEN RESOLUTION of the above-named Company dated 15th September 1995 pursuant to Article 12.14 of the Company's Articles of Association.

WE, the undersigned, being all of the members of the Company who would at the date of this resolution be entitled to vote at an extraordinary general meeting of the Company, hereby resolve as a special resolution:

THAT the name of the Company be changed to Lloyds Ventures Nominees Limited.

A handwritten signature in cursive script, appearing to read 'Alan Asprey'.

for and on behalf of CMH Shareholders Limited

A handwritten signature in cursive script, appearing to read 'Chris Southon'.

for and on behalf of CMH Directors Limited

6496y

RSS/24830