

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 3077349

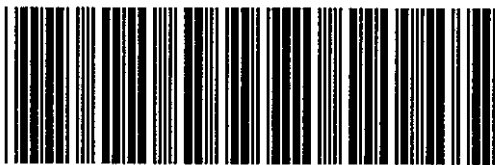
The Registrar of Companies for England and Wales hereby certifies that

DEUTSCHE MORGAN GRENFELL (UK) LIMITED

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

DB GROUP SERVICES (UK) LIMITED

Given at Companies House, London, the 30th September 1998



C03077349T

S. Bashar.

MISS S. BASHAR

For The Registrar Of Companies



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

3077349

DEUTSCHE MORGAN GRENFELL (UK) LIMITED
("the Company")




Pursuant to the authority given by Regulation 53 of Table A (which regulation is incorporated in the Company's Articles of Association), we the undersigned being the sole member for the time being of the Company entitled to receive notice and to attend and vote at general meetings HEREBY PASS the following resolution as a special resolution and agree that the said resolution shall for all purposes be as valid and effective as if the same had been passed by us at a general meeting of the Company duly convened and held:

SPECIAL RESOLUTION

THAT the Company's name be changed to DB Group Services (UK) Limited with effect from 30 September 1998.

SIGNED THIS 23rd DAY OF SEPTEMBER 1998


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For and on behalf of
Deutsche Morgan Grenfell Group p.l.c.

Nic. Rivo -
DB 009631
JDAY