

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 3088213

The Registrar of Companies for England and Wales hereby certifies that
CITICORP VENDOR FINANCE (EUROPE), LTD.

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

CITICORP VENDOR FINANCE (EUROPE) LTD

Given at Companies House, London, the 13th November 2000



C03088213C

N. Richards.
MR. N. RICHARDS

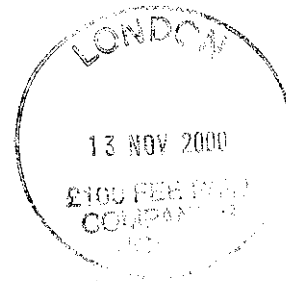
For The Registrar Of Companies



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

CITICORP VENDOR FINANCE (EUROPE), LTD.

WRITTEN RESOLUTION OF SINGLE MEMBER



Pursuant to, and in accordance with, the provisions of regulation 53 of Table A in the Schedule to The Companies (Tables A to F) Regulations 1985 (SI No: 1985/805), as amended and the provisions of Sections 381A and 381B of the Companies Act 1985, which were inserted by Section 113 of the Companies Act 1989 with effect from 1 April 1990 and amended by The Deregulation (Resolutions of Private Companies) Order 1996 effective 19 June 1996, We, the undersigned, being the single Member of the Company hereby:

**NOTIFICATION TO THE AUDITORS PURSUANT TO
SECTION 381B OF THE COMPANIES ACT 1985 AS AMENDED:**

NOTE:

that the Secretary of the Company had pursuant to, and in accordance with, the provisions of Section 381B(1)(b) of the Companies Act 1985, as amended, duly sent an advance and full copy of this Member's Written Resolution to the Company's Auditors, KPMG Audit Plc, by facsimile transmission on 13th November 2000;

CHANGE OF NAME:

RESOLVE, unanimously and with the effect of a SPECIAL RESOLUTION:

that the name of the Company be changed to 'Citicorp Vendor Finance (Europe) Ltd'.

Dated this **THIRTEENTH** day of **NOVEMBER 2000**.

SINGLE MEMBER:

Signed by:
John Stuart MITCHELL-HEWSON, Secretary
for **CITIBANK INTERNATIONAL plc**