

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 3130330

The Registrar of Companies for England and Wales hereby certifies that
BASS CAR LEASING LIMITED

having by special resolution changed its name, is now incorporated
under the name of
SC CAR LEASING LIMITED

Given at Companies House, Cardiff, the 28th August 2001



C03130330R



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

HC006B

COMPANY NO. 3130330

THE COMPANIES ACT 1985
AND
THE COMPANIES ACT 1989

COMPANY LIMITED BY SHARES

Written Resolution

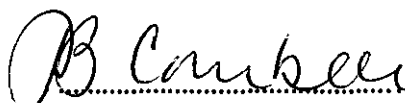
of

Bass Car Leasing Limited
("the Company")

On the 17th August 2001, the following RESOLUTION IN WRITING (such resolution to have effect as a special resolution) was duly passed by all the members of the Company who were at the date thereof entitled to attend and vote at a general meeting of the Company pursuant to section 381A, Companies Act 1985 (as amended):

THAT the name of the Company be changed to

"SC Car Leasing Limited"


Secretary

Dated this 17th day of August 2001

