

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 3161093

The Registrar of Companies for England and Wales hereby certifies that
DE FACTO 465 LIMITED

having by special resolution changed its name, is now incorporated
under the name of
GREAT WESTERN TRUSTEES LIMITED

Given at Companies House, Cardiff, the 25th March 1996



C031610930


M.LEWIS

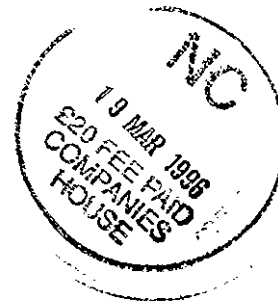
For the Registrar of Companies



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

HC006B

No. 3161093



THE COMPANIES ACTS 1985 TO 1989

COMPANY LIMITED BY SHARES

RESOLUTION

of

DE FACTO 465 LIMITED

(Passed 18 March 1996)

At an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened and held at 10 Snow Hill, London EC1A 2AL on 18 March, 1996 at 2.22 p.m. the following resolutions were passed as special resolutions.

SPECIAL RESOLUTIONS

- (1) THAT, subject to the consent of the Registrar of Companies, the name of the Company be changed to "Great Western Trustees Limited".
- (2) THAT, pursuant to section 9 of the Companies Act 1985, the Articles of Association of the Company be deleted in their entirety and the regulations contained in the document submitted to the Meeting and for the purpose of identification signed by the Chairman be approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of the existing Articles of Association of the Company.
- (3) THAT, pursuant to section 4 of the Companies Act 1985, the Memorandum of Association of the Company be altered by deleting sub-clause A of clause 3 thereof and by substituting the following new sub-clause (A) therefor:-

"(A) To undertake and perform the office and duties of trustee, custodian trustee, executor, administrator, attorney or nominee of or for any person, corporation, association, scheme, unit trust, pension or other trust fund, government, state, local authority or other body and to undertake and execute any trust or discretion and distribution amongst the beneficiaries, pensioners or other persons entitled to it, of any income, capital or annuity,



and whether in money or specie, in furtherance of any discretion, obligation or permission and for the above purposes to hold, deal with, invest, manage, direct the management of, buy, sell, exchange, mortgage, charge, lease, dispose of, or grant any right or interest in, over or upon any real or personal property of any kind, including contingent and reversionary interests in any property and undertake and carry on any business undertaking or transaction and for the purposes aforesaid to act solely or jointly with any other person, corporation or body."



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TRAVERS SMITH SECRETARIES LIMITED
(authorised signatory)

Secretary