

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 3173844

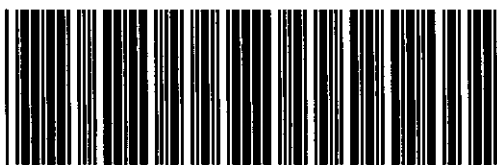
The Registrar of Companies for England and Wales hereby certifies that

BNY SAL PENSION NOMINEES LIMITED

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

BNY SG NOMINEES LIMITED

Given at Companies House, London, the 14th June 2002



C03173844D

Sandra Dujardin

SANDRA DUJARDIN

For The Registrar Of Companies



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

510168
NIC
Bar 000473

Company No. 3173844



THE COMPANIES ACTS 1985 and 1989

PRIVATE COMPANY LIMITED BY SHARES

BNY SAL Pension Nominees Limited
(the 'Company')

WRITTEN RESOLUTION

Dated 12th June 2002.

We, BNY International Financing Corporation, being the only Member for the time being of the Company in terms of section 381(A) of the Companies Act 1985, as amended, hereby pass the following Resolution as a Special Resolution and agree that the Resolution shall, pursuant to the said Section 381(A), for all purposes be as valid and effective as if the same had been passed at a general meeting of the Company duly convened and held.

RESOLVE as a SPECIAL RESOLUTION:

that the name of the Company be changed to "BNY SG Nominees Limited".

For and on behalf of
BNY Secretaries (UK) Limited
Secretary.



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COMPANIES HOUSE 14/06/02