

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

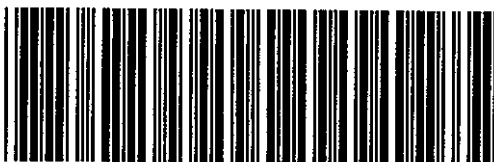
Company No. 3194996

The Registrar of Companies for England and Wales hereby certifies that
SURREYBEECH LIMITED

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

HARLEY SECURITIES LIMITED

Given at Companies House, London, the 23rd October 1997



C03194996M

S. Bashar.

MISS S. BASHAR

For The Registrar Of Companies

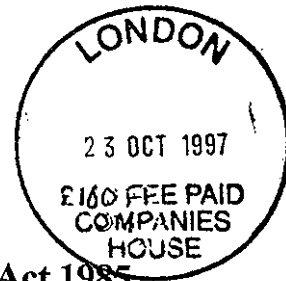


C O M P A N I E S H O U S E

Company No: 3194996

SPECIAL

RESOLUTION



The Companies Act 1985
Private Company Limited by Shares

of SURREYBEECH LTD.

At an Extraordinary General Meeting of the above-named Company

duly convened and held at 4 UPHILL ROAD, MILL HILL, LONDON NW7 on
20TH OCTOBER 1997

the following Special Resolution was duly passed viz:

RESOLUTION

That the name of the company be changed to Harley Securities Limited

A handwritten signature in cursive script, appearing to read 'A.R. Barnett', written over a dotted line.

A.R. BARNETT CHAIRMAN

Ne-Kio
RBOS 007259
SIDAY