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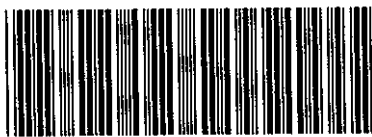
**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

Company No. 3230276

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

having by special resolution changed its name, is now incorporated  
under the name of  
LEEK FINANCE HOLDINGS LIMITED

Given at Companies House, Cardiff, the 2nd October 1996



\*C032302761\*

A handwritten signature in dark ink, appearing to read 'L. Parry'.

MRS. L. PARRY

For the Registrar of Companies



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

HC006B

Company No. 3230276



THE COMPANIES ACTS 1985 AND 1989

PRIVATE COMPANY LIMITED BY SHARES



SPECIAL RESOLUTIONS

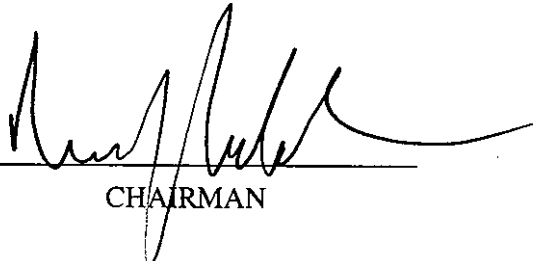
of

PUMASPRING LIMITED

At an extraordinary general meeting of the Company held at 200 Aldersgate Street, London EC1A 4JJ on 24th September 1996 the following resolutions were passed as special resolutions.

SPECIAL RESOLUTIONS

1. THAT the name of the Company be changed to LEEK FINANCE HOLDINGS LIMITED.
2. THAT the memorandum of association of the Company be altered by the adoption of new clauses 3(A)(i), (ii) and (iii) in the form of the annexed draft, initialled by the Chairman for the purpose of identification and the renumbering of the existing clauses 3(A)(i), (ii) and (iii) as clauses 3(A)(iv) and (vi) respectively.

  
CHAIRMAN

**LEEK FINANCE HOLDINGS LIMITED**  
**(FORMERLY PUMASPRING LIMITED):**  
**NEW OBJECTS CLAUSE**

NJA

- (A) (i) To invest in mortgage loans secured on residential or other properties within the United Kingdom or elsewhere and to acquire from third parties whether by purchase or otherwise mortgage loans and other similar investments; to lend or advance money and to give credit to any persons for any purpose whatsoever and in particular but without limitation for the purpose or purposes of, or in connection with, the acquisition, disposal or improvement of or alteration to any residential or other property or any interest therein within the United Kingdom or elsewhere, and whether secured on any such property or unsecured; to carry on business as money lenders, financiers and investors and to undertake and carry on all kinds of loan, financial and other operations.
- (ii) To manage or administer the mortgage loan portfolios of local authorities or of any other persons in the United Kingdom or elsewhere and to manage or administer the businesses of any other third parties, whether or not within the United Kingdom, in whole or in part similar to any of the businesses of the Company.
- (iii) To carry on any of the businesses of estate agents, conveyancers, surveyors, valuers, insurance brokers or any other business incidental to the acquisition, disposal or improvement of or alteration to any property or any interest therein; to carry on a consumer credit business within the meaning of the Consumer Credit Act 1974 (or any statutory amendment or re-enactment thereof for the time being in force).