

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 3254819

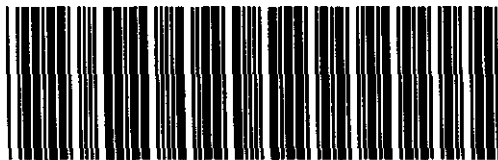
The Registrar of Companies for England and Wales hereby certifies that

POLAR CAPITAL TECHNOLOGY TRUST LIMITED

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

PCT FINANCE LIMITED

Given at Companies House, London, the 9th April 2001



C032548198

A handwritten signature in black ink, likely of the Registrar of Companies.

For The Registrar Of Companies



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

51 day £80
NIC
counts 206227

Company Number: 3254819

The Companies Act 1985

Company Limited By Shares

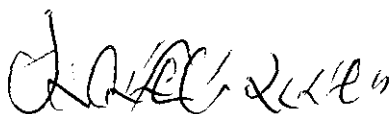
Written Resolution
of

Polar Capital Technology Trust Limited

The following resolution was duly passed by the Company's sole share holder in writing on 6 April 2001:

That the name of the company be changed to PCT Finance Limited

For and on behalf of
Henderson Technology Trust Plc



B Ashford Russell
Director

