

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 3266620

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

having by special resolution changed its name, is now incorporated
under the name of
PETER HILL INDEPENDENT FINANCIAL ADVISORS LIMITED

Given at Companies House, Cardiff, the 7th November 1996

A handwritten signature in cursive script, reading 'P. A. Morgan'.

P.A.MORGAN (MRS)



C032666206

For the Registrar of Companies



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

HC006B

COMPANY NUMBER: 3266620
THE COMPANIES ACT OF 1985 TO 1989
PRIVATE COMPANY LIMITED BY SHARES
SPECIAL RESOLUTION
OF



GOLDENFIELD LIMITED

At an Extraordinary General meeting of the above named Company duly convened and held at 43 Lawrence Road, Hove, East Sussex, BN3 5QE on the 31st day of October 1996, the following Resolution was passed:-

SPECIAL RESOLUTION

That the name of the Company be changed to PETER HILL INDEPENDENT FINANCIAL ADVISORS LIMITED


.....
Chairman

RETURN CERTIFICATE TO PRESENTER: BRIGHTON FORMATIONS LIMITED, 43 LAWRENCE ROAD, HOVE, EAST SUSSEX BN3 5QE.