

14 - 03 - 97

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 3319967

The Registrar of Companies for England and Wales hereby certifies that
OVAL (1171) LIMITED

having by special resolution changed its name, is now incorporated
under the name of
SIMON BROOKE & PARTNERS LIMITED

Given at Companies House, Cardiff, the 17th March 1997



C03319967G

A handwritten signature in black ink, appearing to read 'A. F. Fletcher'.

A. F. FLETCHER

For the Registrar of Companies



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

HC006B

No: 3319967

The Companies Act 1985

Company limited by shares



Written Resolution

of

Oval (1171) Limited

(passed on 10 March 1997)

Oval Nominees Limited, being the sole member of the Company resolves as follows:

1. That the name of the Company be and it is changed to "Simon Brooke & Partners Limited"; and
2. That:
 - (a) the authorised share capital of the Company be and it is increased by £1,000 to £2,000 by the creation of an additional 1,000 ordinary shares of £1 each ranking equally in all respects as one class of shares with the existing shares of £1 each in the capital of the Company; and
 - (b) the directors be and they are generally and unconditionally authorised for the purposes of Section 80, Companies Act 1985 to allot, or to grant any right to subscribe for or to convert any security into, shares in the Company up to a maximum nominal amount of £2,000 at any time or times during the period from the date of the passing of this resolution up to and including 10 March 1998 on which date this authority shall expire and this authority shall allow the Company to make an offer or agreement before the expiry of the authority which would or might require shares to be allotted, or rights to subscribe for or to convert any security into shares to be granted, after the expiry of the authority.

A handwritten signature in dark ink, appearing to be 'S. B.', written over a dotted line.

Director
for and on behalf of
Oval Nominees Limited

