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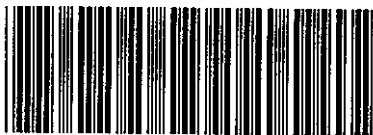
**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 3341264

The Registrar of Companies for England and Wales hereby certifies that
DE FACTO 623 LIMITED

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

Given at Companies House, Cardiff, the 24th July 1997



C03341264N


MRS. L. PARRY

For the Registrar of Companies



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

HC006B

No. 3341264

THE COMPANIES ACTS 1985 TO 1989

COMPANY LIMITED BY SHARES

RESOLUTION

of

DE FACTO 623 LIMITED

(Passed 27 JUNE 1997)



At an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened and held at 10 Snow Hill, London EC1A 2AL on 26 JUNE 1997 at 10 a.m./p.m. the following resolutions were passed as special resolutions.

SPECIAL RESOLUTIONS

1. THAT, subject to the consent of the Registrar of Companies, the name of the Company be changed to "Fund Nominees Limited".
2. THAT, pursuant to section 4 of the Companies Act 1985, the Memorandum of Association of the Company be deleted in its entirety and the objects contained in the document submitted to the Meeting and for the purpose of identification signed by the Chairman be approved and adopted as the Memorandum of Association of the Company in substitution for and to the exclusion of the existing Memorandum of Association of the Company.

A handwritten signature in black ink, appearing to be 'T. Smith' or similar, written over a dotted line.

TRAVERS SMITH SECRETARIES LIMITED
(authorised signatory)

Secretary