

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 3385330

The Registrar of Companies for England and Wales hereby certifies that
BROOMCO (1306) LIMITED

having by special resolution changed its name, is now incorporated
under the name of
PRIVATE INVESTOR CAPITAL LIMITED

Given at Companies House, Cardiff, the 13th August 1997



C03385330C


A. F. FLETCHER

For the Registrar of Companies



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

HC006B

THE COMPANIES ACTS 1985 to 1989

COMPANY NUMBER 3385330

SPECIAL RESOLUTION OF

BROOMCO (1306) LIMITED



We, the undersigned, BROOMCO MANAGEMENT SERVICES LIMITED and BROOMCO SECRETARIAL SERVICES LIMITED, being all the Members for the time being of the above-named Company entitled to receive notice of and to attend and vote at General Meetings HEREBY PASS the following resolution as a Special Resolution and agree that the said resolution shall, pursuant to Clause 53 in Table A (which Clause is embodied in the Articles of Association of the Company) or pursuant to any applicable rule of law, for all purposes be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held.

It is resolved:

THAT the name of the Company be changed to:-

PRIVATE INVESTOR CAPITAL LIMITED

Dated 6th August 1997

Signed

(AUTHORISED SIGNATORY OF BROOMCO MANAGEMENT SERVICES LIMITED)

(AUTHORISED SIGNATORY OF BROOMCO SECRETARIAL SERVICES LIMITED)

