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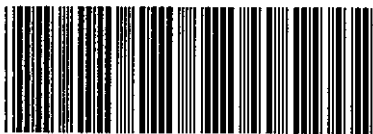
**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

Company No. 3437350

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

having by special resolution changed its name, is now incorporated  
under the name of  
FINSBURY PARK MORTGAGE FUNDING LIMITED

Given at Companies House, Cardiff, the 2nd December 1997



\*C034373501\*

  
MRS. L. PARRY

For the Registrar of Companies



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

HC006B

Company No. 3437350

THE COMPANIES ACTS 1985 AND 1989



PRIVATE COMPANY LIMITED BY SHARES

**RESOLUTION IN WRITING**

of

**FOSSILFLAME LIMITED**

Clifford Chance Nominees Limited, being the sole member of the Company who at the date of this resolution is entitled to attend and vote at a general meeting of the Company, RESOLVES, in accordance with section 381A of the Companies Act 1985 to pass the following special resolution, AS FOLLOWS:

**SPECIAL RESOLUTION IN WRITING**

THAT the Company's name be changed to FINSBURY PARK MORTGAGE FUNDING LIMITED.

This written resolution shall take effect as a special resolution.

SIGNATURE:

  
for and on behalf of Clifford Chance Nominees Limited

DATE:

18 November 1997

