

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 3456341

The Registrar of Companies for England and Wales hereby certifies that

INTERCEDE 1281 LIMITED

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

THE MONEY STORE COMPANY (NO.2) LIMITED

Given at Companies House, London, the 20th November 1997



C03456341J

S. Bashar

MISS S. BASHAR

For The Registrar Of Companies



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

Registered Number: 3456341



THE COMPANIES ACT

INTERCEDE 1281 LIMITED

PRIVATE COMPANY LIMITED BY SHARES

SOLE MEMBER'S DECISION
PURSUANT TO SECTION 382B
COMPANIES ACT 1985 (the "Act")

The following is a written record pursuant to section 382B of the Act of a decision of the sole member of the Company which has effect as if agreed by the Company in general meeting:-

DECISION

That the name of the Company be changed to

THE MONEY STORE COMPANY (NO.2) LIMITED

Sole Member

MW Rich

Date 20/11/97

as authorised representative for
Mitre House Nominees Limited

D2397.BSR

Mc - 2100 -

RBOS 008836

8/DAY