

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 3482927

The Registrar of Companies for England and Wales hereby certifies that

RBSTB (INS) NOMINEES LTD.

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

INS NOMINEES LIMITED

Given at Companies House, London, the 2nd May 2000



C034829271

A handwritten signature in black ink, appearing to read 'J Mayne'.

MR J MAYNE

For The Registrar Of Companies



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

RBSTB (INS) NOMINEES LTD.

(Registration No. 3482927)

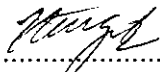


At an Extraordinary General Meeting of the above-named Company duly convened and held on 28 April 2000 the following resolution was passed as a Special Resolution:

SPECIAL RESOLUTION

THAT the name of the Company be changed to INS Nominees Limited

Certified a true copy


.....
Secretary

S/DAY 2100
N/C
BONY
003421