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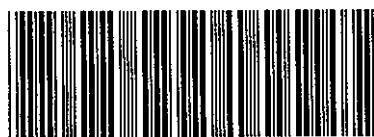
**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 3483640

The Registrar of Companies for England and Wales hereby certifies that
BLAMIRE, WILDE & CO LIMITED

having by special resolution changed its name, is now incorporated
under the name of
SMITH, BLAMIRE & COMPANY LIMITED

Given at Companies House, Cardiff, the 28th January 1998



C03483640R

E. P. Owen
MRS. E. P. OWEN

For the Registrar of Companies



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

HC006B

Company Number : 3483640

THE COMPANIES ACT 1985

AND

THE COMPANIES ACT 1989

SPECIAL RESOLUTION

OF

BLAMIRE, WILDE & CO LIMITED

We, the undersigned, 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 of Table A (which Clause is embodied in the Articles of Association of the Company), 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

SMITH, BLAMIRE & COMPANY LIMITED

Dated this 19th day of December 1997.

M. J. Hope

Signed :
for LONDON LAW SECRETARIAL LIMITED

.....
for LONDON LAW SERVICES LIMITED



Presented By : THE LONDON LAW AGENCY LIMITED
TEMPLE CHAMBERS, TEMPLE AVE, LONDON EC4Y 0HP

Our Ref : 69437