

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 3544239

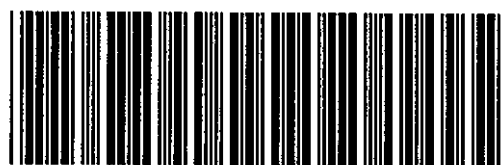
The Registrar of Companies for England and Wales hereby certifies that

EGGSHELL (383) LIMITED

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

WARDS FINANCIAL SERVICES LIMITED

Given at Companies House, London, the 10th July 1998



C035442399

N. Richards.
MR. N. RICHARDS

For The Registrar Of Companies



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

Company No:3544239

**Special
Resolution**

The Companies Act 1985

Private Company Limited by Shares

of EGGSHELL (383) LIMITED

At an Extraordinary General Meeting of the above-named Company
duly convened and held at 6-8 Underwood Street, London N1 7JQ

on 10th July, 1998

the following SPECIAL RESOLUTION was duly passed, viz:-

Resolution

That the name of the Company be changed to:

WARDS FINANCIAL SERVICES LIMITED



A handwritten signature in black ink, appearing to read 'K. Lyng'.

Signed

For and on behalf of
Waterlow Nominees Limited

N/C £100
BB 201631
5/DAY

RES5W/137732/SG

Waterlow Legal & Company Services
6-8 Underwood Street, London, N1 7JQ
Telephone 0171-250 3350 Fax 0171-608 0867
DX 122031 Finsbury 3