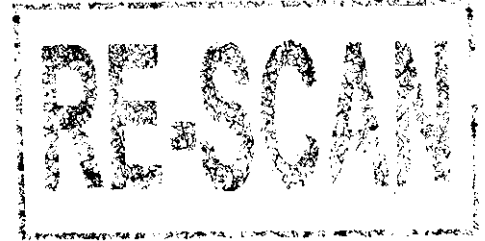


FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 3560985

The Registrar of Companies for England and Wales hereby certifies that
HARVESTER TRUST (TONBRIDGE) LIMITED

having by special resolution changed its name, is now incorporated

under the name of

HARVESTER TRUST TONBRIDGE

Given at Companies House, Cardiff, the 4th December 2003



C035609853

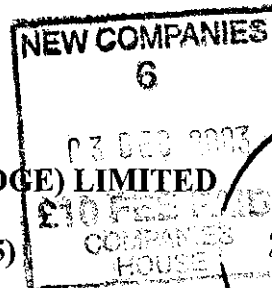


THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —



HARVESTER TRUST (TONBRIDGE) LIMITED
(COMPANY NO. 03560985)

('The Company')

WRITTEN RESOLUTION

Pursuant to Section 381A of the Companies Act 1985 passed on

We, the undersigned, members of the above named Company, being all the members for the time being entitled to receive notice of, attend and vote at General Meetings, hereby pass the following resolution as a special resolution and agree that the said resolution shall for all purposes be as valid and effective as if the same had been passed at the General meeting of the Company duly convened and held

RESOLUTION

1 Change of name to exclude the word 'Limited'

IT IS RESOLVED that the name of the Company be changed from 'Harvester Trust (Tonbridge) Limited' to 'Harvester Trust Tonbridge'.

Signed:

Lin Hutchinson
.....
Lin Hutchinson

Signed:

R. Horne
.....
Richard Timothy Horne

Dated

8th November 2003

Dated

8th November 2003

Package: 'Laserform'
by Laserform International Ltd.

4/12/03

30(5)(c)

Change of name omitting "limited" or "cyfyngedig"

Please complete in typescript,
or in bold black capitals.

CHFP025

Company Number

03560985

Company Name in full

HARVESTER TRUST TONBRIDGE

1. RICHARD TIMOTHY HORNE

of LONG BARN, ASHES LANE, HADLOW, TONBRIDGE, KENT TN11 9DU

[a director][~~the secretary~~] of the company do solemnly and sincerely
declare that the company complies with the requirements of section 30(3) of
the Companies Act 1985.

1 Please delete as appropriate.

And I make this solemn Declaration conscientiously believing the same to
be true and by virtue of the Statutory Declarations Act 1835.

Declarant's signature

R. Horne

Declared at

The River Centre, Medway Wharf Road, Tonbridge

Day Month Year

on

08 11 2003

2 Please print name.

before me 2

ROBERT IAN PEARCE BEAUCHAMP

Signed

R. Beauchamp

Date

8/11/03

~~A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor~~

Please give the name, address,
telephone number and, if available,
a DX number and Exchange of
the person Companies House should
contact if there is any query.

Bircham Dyson Bell

50 Broadway, Westminster, London, SW1H 0BL

2430855

Tel +44 (0)20 7227 7000

DX number 2317

DX exchange Victoria

When you have completed and signed the form please send it to the
Registrar of Companies at:

Companies House, Crown Way, Cardiff, CF14 3UZ DX 33050 Cardiff
for companies registered in England and Wales

or

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB

for companies registered in Scotland

DX 235 Edinburgh