

**FILE COPY**



**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

Company No. 3621089

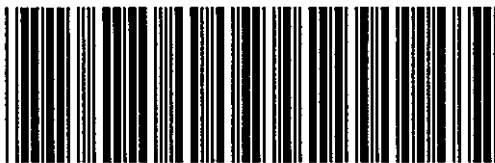
The Registrar of Companies for England and Wales hereby certifies that

BCTH HOLDINGS LIMITED

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

CONSUMER FINANCE HOLDINGS LIMITED

Given at Companies House, London, the 28th August 1998



\*C03621089R\*

*L. Barnes*  
MRS. L. BARNES

For The Registrar Of Companies



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

Company No. 3621089



THE COMPANIES ACTS 1985 AND 1989

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

BCTH HOLDINGS LIMITED

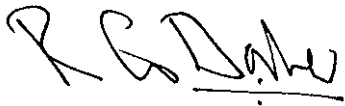
PASSED ON **27** AUGUST 1998

We, the undersigned, being the sole member of the Company who at the date of this resolution is entitled to attend and vote at a general meeting of the Company, **HEREBY RESOLVE**, in accordance with Section 381A of the Companies Act 1985 as follows:

**SPECIAL RESOLUTION**

THAT the name of the Company be changed to "Consumer Finance Holdings Limited".

The resolution shall take effect as a special resolution.

Signed:   
for and on behalf of  
**SPV MANAGEMENT LIMITED**

Dated: 27<sup>th</sup> August 1998

N/c L10011  
BB 006704  
S/1247