

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 3660593

The Registrar of Companies for England and Wales hereby certifies that
LOVATMEAD LIMITED

having by special resolution changed its name, is now incorporated
under the name of
LOMBARD IT VENDOR FINANCE LIMITED

Given at Companies House, Cardiff, the 5th February 1999



C036605934



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



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

HC006B

834983

of Company 3660593

THE COMPANIES ACTS 1985 TO 1989

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

OF

LOVATMEAD LIMITED

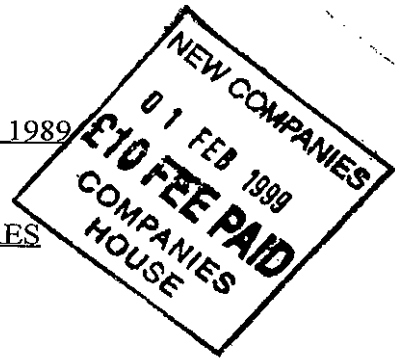
Passed the 28 day of January 1999

The following Resolution was duly passed as a Special Resolution by the members of the above named Company.

SPECIAL RESOLUTION

THAT the name of the Company be changed to:

Lombard IT Vendor Finance Limited




H E Bromley
Secretary

