

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 3716362

The Registrar of Companies for England and Wales hereby certifies that

PERKRIDE LIMITED

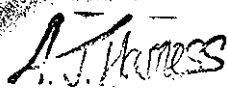
having by special resolution changed its name, is now incorporated
under the name of

Crescent Acquisition Limited

Given at Companies House, London, the 13th May 1999



C03716362C


A J HARNESS

For The Registrar Of Companies



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

PERKRIDE LIMITED

Registered No: 3716362

Written Resolution



We, the undersigned, being all the members for the time being entitled to receive notice of and attend and vote at general meetings of the Company, hereby resolve pursuant to regulation 53 of Table A (as incorporated into the Company's Articles of Association) to pass the following written resolution:

1. **THAT** the name of the Company be changed to "Crescent Acquisition Limited"
2. **THAT** the Memorandum of Association of the Company be amended by:
 - (a) deleting the existing Clause 1 thereof and inserting in substitution thereof:

"1. The Company's name be changed to "Crescent Acquisition Limited"."
 - (b) deleting the existing Clause 3 thereof and inserting in substitution thereof:

"3. The objects for which the Company is established are:

 - (a) To carry on the business of a finance company and for that purpose to receive moneys on deposit or loan and to borrow or raise money in any currency with or without security and to secure or discharge any debt or obligation of or binding on the Company in any manner and in particular but without limitation by the issue of debentures, notes or bonds and to secure the repayment of any money borrowed, raised or owing by mortgage, charge or lien against the whole or any part of the Company's property or assets (whether present or future) including its uncalled capital
 - (b) To advance, deposit or lend money, securities and/or property to or with such persons, and on such terms as may seem expedient and to discount, buy, sell and deal in bills, notes, warrants, coupons and other negotiable or transferable securities or documents.
 - (c) To acquire, invest in and hold by way of investment, sell and deal in shares, stocks, options, warrants, debenture stock, bonds, notes, obligations, certificates of deposit, bills of exchange and securities of all kinds created, issued or guaranteed by any government, sovereign, ruler, commissioners, public body or authority, supreme, municipal, local or otherwise, in any part of the world, or by any company, bank, association or partnership, whether with limited or unlimited liability, constituted or carrying on business in any part of the world, units of or participations in any unit trust scheme, mutual fund or collective investment scheme in any part of the world, policies of insurance and any rights and interests to or in any of the foregoing, and from time to time to sell, deal in, exchange, vary or dispose of any of the foregoing.
 - (d) To acquire any such shares, stocks, options, warrants, debentures, debenture stock, bonds, notes, obligations, certificates of deposit, bills of exchange,

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