

FILE COPY



**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

Company No. 3877703

The Registrar of Companies for England and Wales hereby certifies that

BURGINHALL 1139 LIMITED

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

BARING ENGLISH GROWTH FUND GP (MIDLANDS) LIMITED

Given at Companies House, London, the 3rd December 1999



*N. Richards.*  
MR. N. RICHARDS

\*C038777032\*

For The Registrar Of Companies



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

Company No: 3877703



**THE COMPANIES ACTS 1985 TO 1989**

**COMPANY LIMITED BY SHARES**

**RESOLUTION**

of

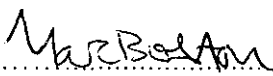
**BURINGHALL 1139 LIMITED**

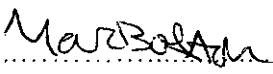
Dated 3 December 1999

We, the undersigned, being all the members of the above-named Company for the time being entitled to attend and vote at general meetings of the Company **RESOLVE** that the following resolution be passed by way of written resolution:

**SPECIAL RESOLUTION**

"That the name of the Company be changed to  
**BARING ENGLISH GROWTH FUND GP (MIDLANDS) LIMITED**"

  
.....  
For and on behalf of  
DH&B Nominees Limited

  
.....  
For and on behalf of  
Gray's Inn Nominees Limited

N/C £100  
CAC 226457  
5/0A7

(2010392.01)