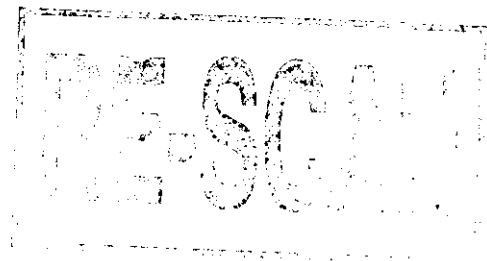


FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 3924988

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

having by special resolution changed its name, is now incorporated
under the name of
S.F.D. INDEPENDENT FINANCIAL SERVICES LTD.

Given at Companies House, Cardiff, the 22nd March 2000



C03924988L



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES

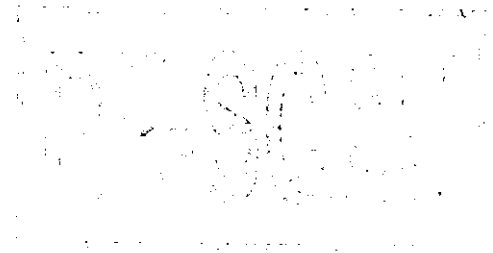
THIS CERTIFICATE/DOCUMENT SUPERSEDES THE
CERTIFICATE/DOCUMENT ON FILE WHICH
INCORRECTLY QUOTED THE NAME OF THE COMPANY
AS "S.F.D. INDEPENDENT FINANCIAL SERVICES
LTD."



COMPANIES HOUSE

HC006B

FILE COPY



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THIS CERTIFICATE/~~DOCUMENT~~ CONTAINS A
MISTAKE IN THE NAME OF THE COMPANY AND IS
SUPERSEDED BY THE CERTIFICATE/~~DOCUMENT~~
ON FILE.



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



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

HC0088

Company Number: 3924988

**SPECIAL RESOLUTION
OF
JADETRACK LIMITED**



INSTANT COMPANIES LIMITED, currently the sole member of the above-named Company, HEREBY PASSES the following written resolution pursuant to section 381A of the Companies Act 1985.

It is resolved:

That the name of the Company be changed to:-

S.F.D. INDEPENDENT FINANCIAL SERVICES LTD.

Date 1st March 2000.

Signed

A handwritten signature in black ink, appearing to be "Blade", written over a horizontal line.

(Authorised Signatory of INSTANT COMPANIES LIMITED)

Sole member and director

Ref.: 3C5204 / CFPU
JORDANS LIMITED
21 ST THOMAS ST.
BRISTOL, BS1 6JS

3C5204 (3924988)