

FILE COPY



**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

Company No. 3982134

The Registrar of Companies for England and Wales hereby certifies that  
WESTMINSTER PRIORY SECURITISATION LIMITED

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

Given at Companies House, Cardiff, the 2nd April 2002



\*C039821341\*



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES

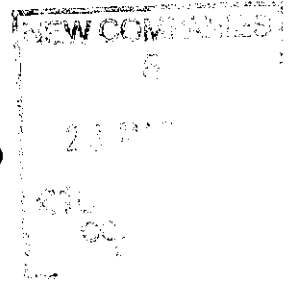


*Companies House*  
— for the record —

HC006B

Cor. 41818 FDI

700757



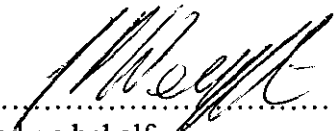
**WESTMINSTER PRIORY SECURITISATION LIMITED**  
(the *Company*)

**RECORD OF DECISION OF SOLE MEMBER**

In accordance with section 382B of the Companies Act 1985, **WE**, being the sole member of the Company who would have been entitled to vote upon the following resolution if it had been proposed at a general meeting of the Company at which we were present, notify you of our decision which shall be as valid and effectual as if it had been passed as a special resolution at a general meeting of the Company duly convened and held:

**Special Resolution**

**THAT** the Company's name be changed to Priory Securitisation Limited.

  
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For and on behalf of  
**Westminster Investments (UK)**

Date: 19th March 2002

