

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 4027711

The Registrar of Companies for England and Wales hereby certifies that

TRUSHELFCO (NO.2687) LIMITED

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

FP ADVISORY RUSSIA LIMITED

Given at Companies House, London, the 4th September 2000



C040277113

S.E. Whiting

For The Registrar Of Companies



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

No.:4027711



THE COMPANIES ACT 1985 (AS AMENDED)

Company limited by shares

RESOLUTIONS

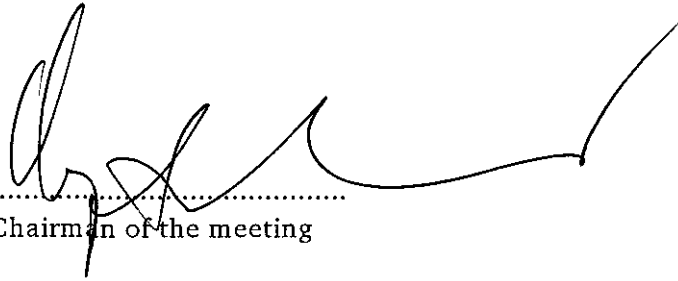
of

TRUSHELFCO (NO. 2687) LIMITED

At an Extraordinary General Meeting of the above-named Company duly convened and held on 1st September 2000 the following special resolutions were passed:

RESOLUTIONS

1. That the name of the Company be changed to FP Advisory Russia Limited.
2. That the objects of the Company be altered by the deletion of clause 3 of its memorandum of association and the substitution therefor of a new clause 3 contained in the revised memorandum of association produced to the meeting.


.....
Chairman of the meeting

5/Day £100

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N/C

Cash