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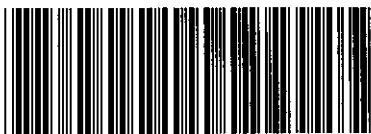
**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 4065418

The Registrar of Companies for England and Wales hereby certifies that
GENESIS MIDDLE MARKET ASSET FINANCE LIMITED

having by special resolution changed its name, is now incorporated
under the name of
GENESIS ASSET FINANCE LIMITED

Given at Companies House, Cardiff, the 29th April 2006



C04065418S



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

HC006B

300403 / 20
x2

COMPANIES ACTS
WRITTEN RESOLUTION
OF



NAME OF EXISTING COMPANY: Genesis Middle Market Asset Finance Limited

COMPANY NUMBER: 04065418

We the undersigned, being all the members of the above company, for the time being entitled to receive notice of, attend and vote at General Meetings, hereby unanimously pass the following resolution and agree that the said resolution shall for all purposes be as valid and effective as if the same had been passed at a General Meeting of the company duly convened and held.

It is resolved that the name of the company be changed to:~

Genesis Asset Finance Limited

Dated this 31st day of March 2006.

Signed

KATHRYN D. PROXTON

KATHRYN D. PROXTON

JEREMY A. PROXTON

JEREMY A. PROXTON



Notes :

- The resolution must be delivered to Companies House within 15 days of it being passed.
- A £10 fee is required to change the name (cheques made payable to "Companies House").
- Have you checked whether the new name is available at www.companieshouse.gov.uk ?
- Please provide the name and address to which the certificate is to be sent.