

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 4493500

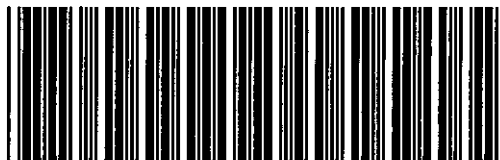
The Registrar of Companies for England and Wales hereby certifies that

SVIIT INVESTMENT MANAGERS LIMITED

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

SVG INVESTMENT MANAGERS LIMITED

Given at Companies House, London, the 7th May 2004



C044935006



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

113633

Company Number: 4493500

SVIIT INVESTMENT MANAGERS LIMITED

(the "Company")

Written Resolution of the shareholders
of the Company



Written resolution of the sole member entitled to attend and vote at a general meeting of the Company pursuant to regulation 53 of Table A scheduled to the Companies (Tables A to F) Regulations 1985 and article 1 of the Articles of Association of the Company.

1. Proposed Name Change

The Company proposes to change its name, following the passing of a special resolution for a change of name by its sole shareholder to SVG Capital plc.

2. Resolution

IT IS RESOLVED THAT the name of the Company be changed to:

SVG Investment Managers Limited

For and on behalf of Schroder Ventures International Investment Trust plc:

.....
Director

Schroder Ventures International Investment Trust plc

29/04/04
.....
Date

