

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 4525429

The Registrar of Companies for England and Wales hereby certifies that
BASHELFCO 2773 LIMITED

having by special resolution changed its name, is now incorporated
under the name of
MICHAEL WHITE & PARTNERS LIMITED

Given at Companies House, Cardiff, the 16th December 2002



C04525429F



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

HC006B

137158
1612



BASHELFCO 2773 LIMITED
Company Number: 4525429

Companies Act 1985

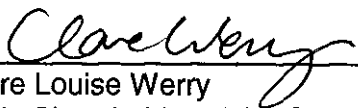
WRITTEN RESOLUTIONS of the sole member of the Company for the time being entitled to receive notice of and attend at General Meetings of the Company passed as Special Resolutions pursuant to Sections 381(A) and 381(B) of the Companies Act 1985 and all other powers in that behalf, such Resolutions being for all purposes as valid and binding as if the same had been passed at a General Meeting of the Company duly convened and held.

WRITTEN RESOLUTION 1

THAT the name of the Company be changed to Michael White & Partners Limited.

WRITTEN RESOLUTION 2

THAT the Company's current articles of association be deleted in their entirety and replaced by the new articles of association in the form annexed hereto and approved without amendment.


Clare Louise Werry
(Sole Shareholder of the Company).

Dated: 11 December 2002

