

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 4870363

The Registrar of Companies for England and Wales hereby certifies that
DWSCO 2428 LIMITED

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

CITY & GENERAL SECURITIES FINANCE TWO LIMITED

Given at Companies House, London, the 1st September 2003



C048703630



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

526193



Company No: 4870363

THE COMPANIES ACTS 1985 TO 1989

COMPANY LIMITED BY SHARES

RESOLUTION

- of -

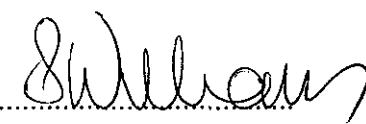
DWSCO 2428 LIMITED

Dated 1 September 2003

WE, the undersigned, being the sole member of the above-named Company for the time being entitled to attend and vote at general meetings of the Company **RESOLVE** that the following resolution be passed by way of written resolution:

SPECIAL RESOLUTION

"That the name of the Company be changed to
City & General Securities Finance Two Limited".


For and on behalf of
DWS Nominees Limited

