

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 5014786

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

having by special resolution changed its name, is now incorporated
under the name of
GS MORTGAGE FUNDING NO. 1 LIMITED

Given at Companies House, Cardiff, the 12th May 2004



C05014786B



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

Col 62610 274
Company No: 5014786

THE COMPANIES ACTS 1985 AND 1989

PRIVATE COMPANY LIMITED BY SHARES

RESOLUTION IN WRITING

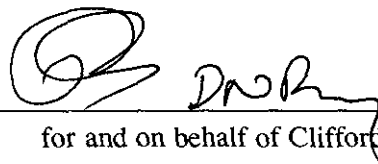
of

HAMPERVALE LIMITED

Clifford Chance Nominees Limited, being the sole member of the Company who at the date of this resolution is entitled to attend and vote at a general meeting of the Company, RESOLVES, in accordance with section 381A of the Companies Act 1985, to pass the following as a written resolution:

THAT the Company's name be changed to GS Mortgage Funding No. 1 Limited.

SIGNATURE:



for and on behalf of Clifford Chance Nominees Limited

DATE:

21 APRIL 2004



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COMPANIES HOUSE

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