

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 5132286

The Registrar of Companies for England and Wales hereby certifies that
LAING CAPITAL MANAGEMENT LIMITED

having by special resolution changed its name, is now incorporated
under the name of
JOHN LAING CAPITAL MANAGEMENT LIMITED

Given at Companies House, Cardiff, the 28th September 2006



C05132286R



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

HC006B

003492/20

CON 84962 CLA

Company No 5132286

THE COMPANIES ACT 1985 AND 1989
PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

OF

LAING CAPITAL MANAGEMENT LIMITED
(the "Company")

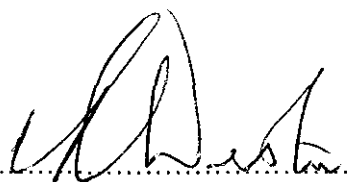
We, the undersigned, being the sole member of the above-named Company for the time being entitled to attend and vote at general meetings of the Company, hereby **RESOLVE** that the following resolution be passed as a written resolution:

Special Resolution

THAT the name of the Company be changed to:

JOHN LAING CAPITAL MANAGEMENT LIMITED

Date: 20th September 2006


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Duly authorised by and on behalf of
JOHN LAING PLC



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