

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 48123

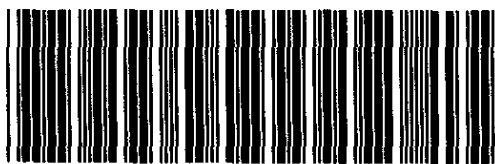
The Registrar of Companies for Scotland hereby certifies that

PENNANT PLANT LIMITED

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

PENNANT VEHICLE LEASING LIMITED

Given at Companies House, Edinburgh, the 27th May 2003



CSC048123Q

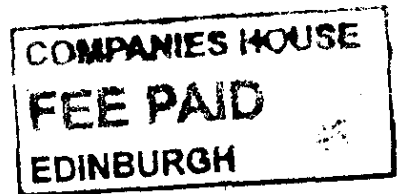


THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES

C O M P A N I E S H O U S E

Pennant Plant Limited

SC048123



("the Company")

We, the undersigned, being the sole Member of the Company, for the time being entitled to receive notice of, attend and vote at General Meetings, hereby unanimously pass the following resolution and agree that the said resolution shall for all purposes be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held.

It is resolved that the name of the Company be changed to:-

PENNANT VEHICLE LEASING LIMITED

Dated this 16th day of May 2003.

Signed:

A handwritten signature in black ink, appearing to be "J. Miller", written over a horizontal line.

Director
The Miller Group Limited

