



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 82727

The Registrar of Companies for Scotland hereby certifies that

DUNEDIN VENTURES LIMITED

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

DUNEDIN CAPITAL PARTNERS LIMITED

Given at Companies House, Edinburgh, the 14th October 1996



CSC082727D

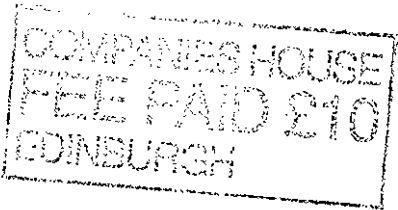
J. HENDERSON
Registrar Of Companies



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

BRP/NJO/1/DBC

Number of Company 82727



THE COMPANIES ACT 1985

C O M P A N Y L I M I T E D B Y S H A R E S

WRITTEN RESOLUTION

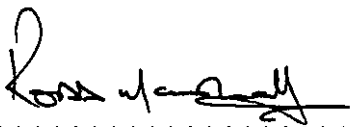
of

DUNEDIN VENTURES LIMITED

Passed 7th October 1996

By written resolution passed by all the Members of the above named Company on the 7th day of October 1996, the subjoined Resolution was duly passed as a written resolution:-

"That the name of the Company be changed to "Dunedin Capital Partners Limited"".


.....
Director.

