

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 247081

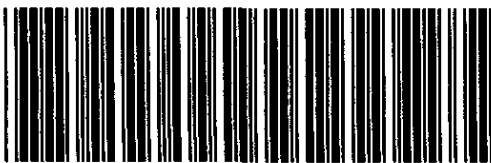
The Registrar of Companies for Scotland hereby certifies that

DUNWILCO (1048) LIMITED

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

GE CAPITAL EDINBURGH LTD.

Given at Companies House, Edinburgh, the 25th June 2003



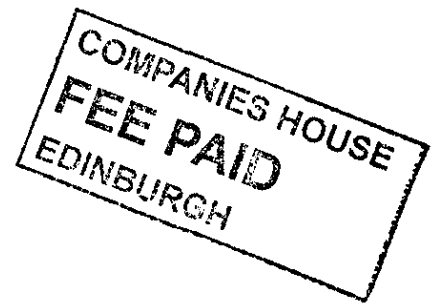
CSC2470810



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES

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

**THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
DUNWILCO (1048) LIMITED
(No. 247081)**



WRITTEN RESOLUTION

By Written Resolution of the sole member of the above Company in accordance with Section 381A of the Companies Act 1985, the following Resolution was passed on 23 June 2003:-

"That the name of the Company be changed to GE Capital Edinburgh Ltd.".

A handwritten signature in black ink, consisting of a stylized 'A' followed by a series of loops and a horizontal stroke.

.....
Attorney for
D.W. Company Services Limited
Secretaries

