

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 1533123

The Registrar of Companies for England and Wales hereby certifies that
SOVEREIGN FINANCE PLC

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

ALLIANCE & LEICESTER COMMERCIAL FINANCE PLC

Given at Companies House, Cardiff, the 7th July 2003



C015331236



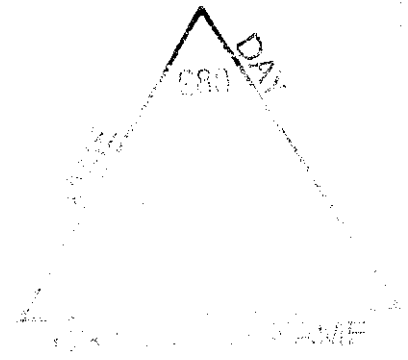
THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —

548551



Sovereign Finance plc

Company No:
1533123

Passed:
9 May 2003

The Companies Acts 1985 and 1989

At the Annual General Meeting of the above-named Company duly convened and held at Sovereign House, 298 Deansgate, Manchester, M3 4HH, England on Friday 9 May 2003 the following Resolution was duly passed as a Special Resolution.

Special Resolution

"That with effect from the 7 July 2003 the name of the Company be changed to Alliance & Leicester Commercial Finance plc."

.....
Mr R L Banks
Chairman

Date:

26 / 06 / 03