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PAID  
01/01  
COMPANIES

Company No. 2<sup>3</sup>45 4345

THE COMPANIES ACT 1985

WRITTEN RESOLUTIONS

OF

DE FACTO 165 LIMITED

We, the undersigned, being all the members of the above-named company (the "Company") for the time being entitled to receive notice of, attend and vote at general meetings of the Company hereby unanimously pass the following resolutions.

RESOLUTION

1. THAT the name of the Company be changed from "De Facto 165 Limited" to "Quester Capital Management Limited".
2. THAT the objects set forth as clause 3 of the document annexed hereto be and are hereby approved and adopted as the objects of the Company, in substitution for, and to the exclusion of, the existing objects and the Memorandum of Association be altered accordingly.

Dated 23 March 1990

.....  
JOHN SPOONER

.....  
For and on behalf of QUESTER  
LIMITED

5 APR 1990

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157 550

FILE COPY



CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME

No. 2454345

I hereby certify that


DE FACTO 165 LIMITED

having by special resolution changed its name,

is now incorporated under the name of

QUESTER CAPITAL MANAGEMENT LIMITED

Given under my hand at the Companies Registration Office,  
Cardiff the 11 APRIL 1990

  
MRS. M. M. M.

an authorised officer