

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 2818949

The Registrar of Companies for England and Wales hereby certifies that

SEYMOUR PIERCE NOMINEES LIMITED

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

SEYMOUR PIERCE GROUP LIMITED

Given at Companies House, London, the 20th June 2000




BEE LAN LEE

C02818949J

For The Registrar Of Companies



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

Company No: 02818949



SOLE MEMBER RESOLUTION

THE COMPANIES ACTS 1985 TO 1989

COMPANY LIMITED BY SHARES

RESOLUTION

- of -

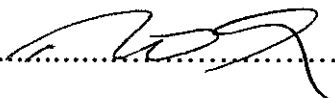
SEYMOUR PIERCE NOMINEES LIMITED ("the Company")

(Effective 19 June 2000)

The following special resolution was duly passed by the sole member of the Company in accordance with section 382B of the Companies Act 1985 with effect from 19 June 2000.

SPECIAL RESOLUTION

THAT the name of the Company be changed to "Seymour Pierce Group Limited".

.....

for and on behalf of

SEYMOUR PIERCE LIMITED

(being the sole member of the Company)

N/C London
SIDA/

BB: 713889