

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 3479178

The Registrar of Companies for England and Wales hereby certifies that
LEMAN INVESTMENTS

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

Given at Companies House, Cardiff, the 9th January 1998



C034791788


MRS. L. PARRY

For the Registrar of Companies



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

HC006B


LEMAN INVESTMENTS (NO. 3479178)

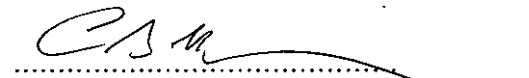
WRITTEN MEMBERS' RESOLUTION

In accordance with section 381A of the Companies Act 1985, **WE**, being all the members of the Company who at the date of this resolution would be entitled to attend and vote at a general meeting of the Company, **AGREE** that the following resolutions shall have effect as if passed by the Company in general meeting and accordingly **WE RESOLVE**:

SPECIAL RESOLUTION

1. **THAT** the name of the Company be changed to "Menlo Investments".


Chris Ballinger


on behalf of Bank of America
National Trust & Savings Association

Dated:.....31/12/97.....

Dated:.....31/12/97.....

