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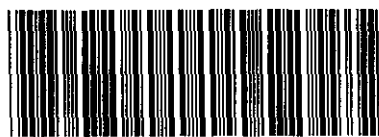
**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 3566503

The Registrar of Companies for England and Wales hereby certifies that
ASHURST YOUNG LIMITED

having by special resolution changed its name, is now incorporated
under the name of
BEER & PARTNERS RECOVERY FINANCE LIMITED

Given at Companies House, Cardiff, the 25th October 2000



C03566503O



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



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

HC006B

018275



THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
WRITTEN RECORD OF DECISIONS
OF

THE SOLE MEMBER OF ASHURST YOUNG LIMITED

(company number: 3566503)

Pursuant to section 382B of the Companies Act 1985

I, the undersigned, being the sole member of the Company notify the Company of the decision which I have taken to approve the following resolution, that decision being one which may be taken by the Company in general meeting and having effect as if agreed by the Company in general meeting.

The resolution, which is passed as a special resolution, is as follows:

THAT: The Company's name be changed to Beer & Partners Recovery Finance Limited

Dated: 26th September 2000

Nicholas Charles Anthony Young

