

Company Number 951043



THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
Special Resolution

of

MERCURY ASSET MANAGEMENT plc

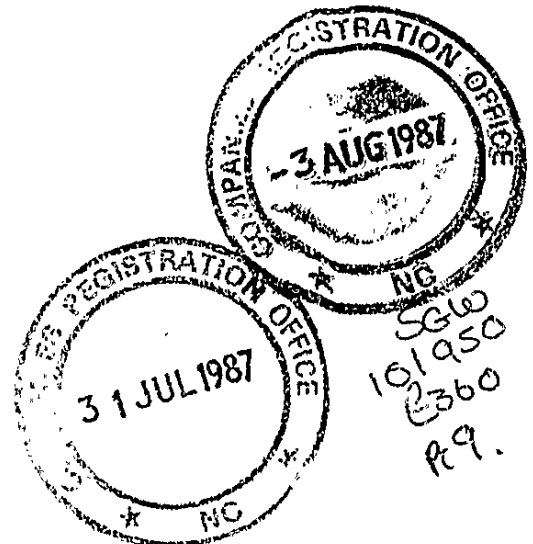
Passed Wednesday 29th July, 1987

At an Annual General Meeting of the above Company duly convened and held at 33 King William Street, London, EC4R 9AS on Wednesday 29th July, 1987 the following resolution was duly passed as a Special Resolution:

"THAT the name of the Company be changed to MERCURY ASSET MANAGEMENT GROUP plc."

A handwritten signature in dark ink, appearing to read 'R. Smith' or similar, written over a horizontal line.

Chairman



SJH/hmp

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 951043

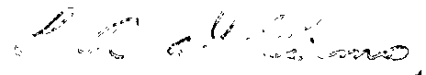
I hereby certify that

MERCURY ASSET MANAGEMENT PLC

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

MERCURY ASSET MANAGEMENT GROUP plc

Given under my hand at the Companies Registration Office,
Cardiff the 3 AUGUST 1987


MRS. C. WILLIAMS

an authorised officer