

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 951043

The Registrar of Companies for England and Wales hereby certifies that

MERCURY ASSET MANAGEMENT GROUP LTD

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

MERRILL LYNCH INVESTMENT MANAGERS GROUP LIMITED

Given at Companies House, London, the 29th September 2000



C00951043S

A handwritten signature in black ink, appearing to read 'K Davis'.

K DAVIS

For The Registrar Of Companies



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

Company No: 951043



THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION
OF

Mercury Asset Management Group Ltd

The following resolution was passed as a Written Resolution of the Company on 5 September 2000 in accordance with the Articles of Association of the Company:-

WRITTEN RESOLUTION

THAT the name of the Company be changed to MERRILL LYNCH INVESTMENT MANAGERS GROUP LIMITED.

A handwritten signature in cursive script that reads "Debra Anne Searle".

Debra Anne Searle
Secretary

slp pay £100
N/C
LTSB 376703