

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 979759

The Registrar of Companies for England and Wales hereby certifies that
CARRINGTON PEMBROKE LIMITED

having by special resolution changed its name, is now incorporated
under the name of
ABN AMRO CARRINGTON PEMBROKE LIMITED

Given at Companies House, Cardiff, the 1st November 1996



C009797590

For the Registrar of Companies



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

HC006B

979759



CARRINGTON PEMBROKE LIMITED

Minutes of an extraordinary meeting of the Company held at 4 Broadgate, London,
EC2M 7LE on 9th October 1996 at 5.00 ~~am~~/p.m.

Present: N W A Bannister) Attorneys for all members on the
P R Meinertzhagen) Register of Members of the Company

1. Mr N W A Bannister took the chair of the meeting.
2. The chairman announced that consent to short notice had been given by the holders of all the shares giving a right to attend and vote at this meeting to the convening hereof and to the proposing and the passing hereat as a resolution of the Company of the special resolution set out in the notice of the meeting.
3. The chairman announced that a quorum was present.
4. It was unanimously agreed that the notice convening the meeting should be taken as read.
5. The special resolution set out in the notice of the meeting that the Company change its name to **ABN AMRO Carrington Pembroke Limited** was duly proposed, seconded, put to the vote, unanimously passed and declared so passed by the chairman.
6. There being no other business the chairman declared the meeting concluded.


CHAIRMAN

