

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 980694

The Registrar of Companies for England and Wales hereby certifies that

NATWEST COMMERCIAL SERVICES LIMITED

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

NATWEST INVOICE FINANCE LIMITED

Given at Companies House, London, the 3rd January 2006



C009806942



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

Company Number 00980694



The Companies Acts 1985 To 1989

(Copy)
Special Resolution
of

NatWest Commercial Services Limited

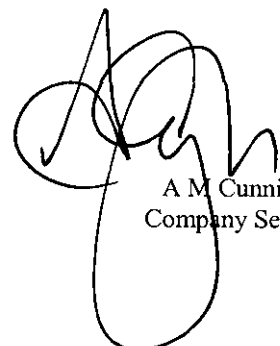
(Private Company Limited By Shares)

On the 3 January 2006, the following RESOLUTION IN WRITING (such Resolution to have effect as a Special Resolution) was duly passed by the sole member of the Company entitled to attend and vote at a general meeting of the Company pursuant to Section 381A, Companies Act 1985 (as amended):-

SPECIAL RESOLUTION

THAT the name of the company be changed to

NatWest Invoice Finance Limited



A M Cunningham
Company Secretary

