

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 1183615

The Registrar of Companies for England and Wales hereby certifies that
NFC NOMINEE LIMITED

having by special resolution changed its name, is now incorporated
under the name of
EXEL NOMINEE NO 2 LIMITED

Given at Companies House, Cardiff, the 13th March 2000



C01183615C



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



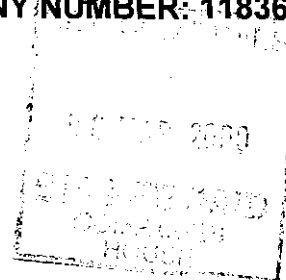
C O M P A N I E S H O U S E

HC006B

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COMPANY NUMBER: 1183615

NFC Nominee Limited



The Companies Act 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION OF

NFC Nominee Limited

(Pursuant to Section 378 of the Companies Act 1985)

Passed on 1 March 2000

AT AN EXTRAORDINARY GENERAL MEETING of the above noted company, duly convened and held at 66 Chiltern Street, London W1 on 1 March 2000 the following resolution was passed as a SPECIAL RESOLUTION:

SPECIAL RESOLUTION

"THAT the name of the Company be changed to
Exel Nominee No 2 Limited"


N.F.C. Secretarial Services Limited
Company Secretary

