

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 1851544

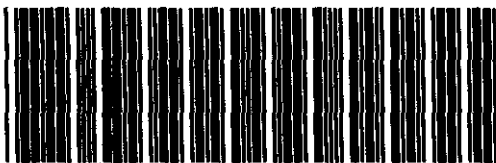
The Registrar of Companies for England and Wales hereby certifies that

MIDLAND EQUITY (NOMINEES NUMBER 47) LIMITED

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

HSBC SOC LLOYDS CLIENTS NOMINEE (UK) LIMITED

Given at Companies House, London, the 8th May 2000



C018515447

A. J. Harness
A J HARNESS

For The Registrar Of Companies



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

Company No: 1851544



SHAREHOLDER'S RESOLUTION

MIDLAND EQUITY (NOMINEES NUMBER 47) LIMITED

Resolution in Writing of the Sole Member of the Company dated 8 May 2000.

The undersigned being the sole member of the Company for the time being hereby resolves as a Special Resolution, that the Company name be changed from "Midland Equity (Nominees Number 47) Limited" to "HSBC Soc Lloyds Clients Nominee (UK) Limited"

For and on behalf of HSBC Bank plc

A handwritten signature, likely of S. Day, written in ink.

N.C. £100
H.S.B.C. 118975
S. DAY