

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 1970853

The Registrar of Companies for England and Wales hereby certifies that

LAZARD UNIT TRUST MANAGERS LIMITED

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

LAZARD FUND MANAGERS LIMITED

Given at Companies House, London, the 15th October 1999



C01970853E

N. Richards.
MR. N. RICHARDS

For The Registrar Of Companies



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

Company No. 1970853



Lazard Unit Trust Managers Limited

Written resolution of the Sole Member
Passed under Article 5 of the Company's Articles of Association
On 15th October, 1999

"THAT the Company name be changed to Lazard Fund Managers Limited."

A handwritten signature in dark ink, consisting of a large initial 'L' followed by several loops and a long horizontal stroke at the end. The signature is written over a horizontal dotted line.

Director
For and on behalf of
Lazard Asset Management Limited

N/C £100
LB 030835
S/OA7