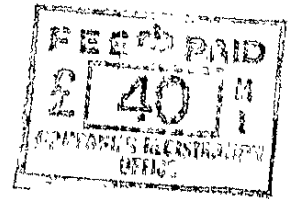


THE COMPANIES ACT 1985



Company Number1998251...../6.....

SPECIAL RESOLUTION OF

.....AMPLEDRAW..... LIMITED

We, the undersigned, Michael Richard Counsell and Christopher Charles Hadler, being all the Members for the time being of the above-named Company entitled to receive notice of and to attend and vote at General Meetings HEREBY PASS the following resolution as a Special Resolution and agree that the said resolution shall, pursuant to Clause 53 in Table A (which Clause is embodied in the Articles of Association of the Company), for all purposes be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held.

It is resolved:

That the name of the Company be changed to

WELLINGTON FUND MANAGERS LIMITED

Dated this 14th day of May, 1986

Signed (M.R. Counsell)

..... (C.C. Hadler)

Bar
£40-

233152

FILE COPY



CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

No. 1998251

I hereby certify that

AMPLEDRAW LIMITED

having by special resolution changed its name, is now
incorporated under the name of
WELLINGTON FUND MANAGERS LIMITED

Given under my hand at the Companies Registration Office,
Cardiff the 11TH AUGUST 1986

Mrs P. A. K. Powell
MRS. P. A. K. POWELL

an authorised officer