

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 2082070

The Registrar of Companies for England and Wales hereby certifies that
SPRECKLEY VILLERS BURNHOPE & CO. LIMITED

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

Given at Companies House, Cardiff, the 21st February 1997



C02082070K

P. A. Morgan
P.A.MORGAN (MRS)

For the Registrar of Companies



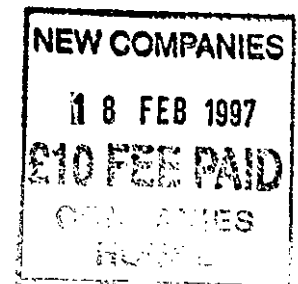
C O M P A N I E S H O U S E

HC006B

Company Number 2082070


21/2

THE COMPANIES ACTS 1985 TO 1989
PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTION
OF
SPRECKLEY VILLERS BURNHOPE & CO. LIMITED



Pursuant to section 381A of the Companies Act 1985 we being the only members of the Company who at the date of this resolution are entitled to attend and vote at a general meeting of the Company relating to the following matters, HEREBY RESOLVE THAT:

- (A) the name of the company be changed to SVB Syndicates Limited, and
- (B) this resolution shall take effect as a special resolution.


For and on behalf of
SV Holdings Limited
Dated 14 February 1997

In accordance with Section 381B of the Companies Act 1985 a copy of the written resolution was sent to KPMG as auditors at or before the resolution was supplied to a member for signature.

