

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 2173065

The Registrar of Companies for England and Wales hereby certifies that

PARAGON PERSONAL AND AUTO FINANCE (NO. 1) PLC

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

PARAGON LOAN FINANCE (NO. 2) PLC

Given at Companies House, Cardiff, the 16th June 2005



C02173065F



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —

162167/50

No: 2173065

THE COMPANIES ACT 1985 (AS AMENDED)

Public Company Limited by Shares

SPECIAL RESOLUTION


of

PARAGON PERSONAL AND AUTO FINANCE (NO. 1) PLC

At an Extraordinary General Meeting of the above-named Company duly convened and held at St Catherine's Court, Herbert Road, Solihull, West Midlands, B91 3QE on 13 June 2005 at 11.00 a.m. the following special resolution was passed:

Special Resolution

THAT the name of the Company be changed to
Paragon Loan Finance (No. 2) PLC


.....
Chairman

