

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 2379632

The Registrar of Companies for England and Wales hereby certifies that
BROADGATE INVESTMENT MANAGEMENT LIMITED

having by special resolution changed its name, is now incorporated
under the name of
ABN AMRO TRUSTEES LIMITED

Given at Companies House, Cardiff, the 1st November 2000



C023796320



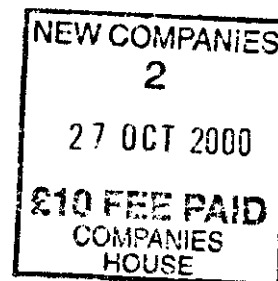
THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



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

HC006B

006048
Company number: 2379632



THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

-of-

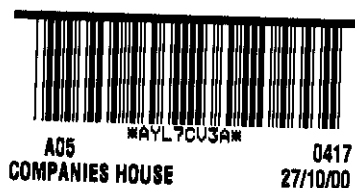
BROADGATE INVESTMENT MANAGEMENT LIMITED

At an Extraordinary General Meeting of the Company held at 250 Bishopsgate, London EC2M 4AA on 16th October 2000 at 10.00 am the following resolution was passed as a special resolution:

SPECIAL RESOLUTION

THAT the name of the Company be changed to ABN AMRO Trustees Limited.

Chairman



ABN-AMRO

£10

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