

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 2599270

The Registrar of Companies for England and Wales hereby certifies that
LIZDAN LIMITED

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

Given at Companies House, Cardiff, the 27th September 1995

E. P. Owen
MRS. E. P. OWEN



C02599270Q

For the Registrar of Companies



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

HC006B

SPECIAL RESOLUTION ON CHANGE OF NAME
COMPANIES ACTS



COMPANY NUMBER 2599 270

COMPANY NAME LIZDAN LIMITED

At an Extraordinary General * / Annual General* / General * Meeting of the members of the above named company, duly convened and held at: 242 Nether St
Funchley, London N3 1HU

~~NINETEENTH~~ DSB

on the 19TH day of SEPT 19 95

The following Special Resolution was duly passed:

That the name of the Company be changed to:

NEW NAME MoneyWorld UK Limited

Signature: Daniel S Rowes

~~Chairman, Director, Secretary or Officer of the Company~~

+
Director

27/9/95

Notes:

* Please delete as appropriate.

NB. The copy Resolution must be filed with the Registrar of Companies within 15 days after the passing of the Resolution. Please insert name and address to which the certificate is to be sent:



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APPENDIX VII

LIMITED

MINUTES OF AN EXTRAORDINARY GENERAL MEETING HELD AT 242 Nether Street,
Finchley, London, N3 1HU on 19 Sept 95

Present:- D. Bowers E. Bowers

Agreement to short notice

The notice convening the meeting was taken as read and a document signed by all the members consenting to short notice of the meeting was produced.

Change of name

The resolution set out in the notice of meeting was proposed and duly passed as a
SPECIAL RESOLUTION.

Daniel S. Bowers

Secretary

2599290

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LIMITED

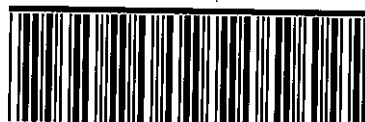
MINUTES OF A DIRECTORS' MEETING HELD AT 242 Nether Street, Finchley
London, N3 1HU at 19.00 hours on 19 September 1995

Present:- D. Bowers, E. Bowers

Proposed change of name

IT WAS RESOLVED that, subject to the shareholders consent to short notice an extraordinary general meeting of the company be convened on this day for the purpose of considering and, if thought fit, passing the following resolution as a SPECIAL RESOLUTION:-

"That the name of the company be changed to MoneyWorld UK Limited".



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COMPANIES HOUSE 21/09/95

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APPENDIX VII

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LIMITED

NOTICE IS HEREBY GIVEN that an EXTRAORDINARY GENERAL MEETING of the above named company will be held at 242 Nether St, N3 1HU for the purpose of considering and, if thought fit, passing the following resolution as a SPECIAL RESOLUTION:-

"That the name of the company be changed to
MoneyWold UK Limited

DATED this 19th day of September 95

BY ORDER OF THE BOARD

Secretary *Daniel S Bowers*

Registered office: 242 Nether Street
Tinchley
N3 1HU

Note: A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of him. A proxy need not be a member of the company.

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APPENDIX VII

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LIMITED

**AGREEMENT OF MEMBERS TO SHORT NOTICE
OF A GENERAL MEETING AND A SPECIAL RESOLUTION**

We, the undersigned, being all the members of the above named company and entitled to attend and vote at an Extraordinary General Meeting of the said company to be held on 1st Sept 95 hereby agree that:-

- (1) The said meeting shall be deemed to have been duly called notwithstanding that shorter notice than that specified in section 369 of the Companies Act, 1985, or in the company's articles of association, has been given therefor.
- (2) The resolution set out in the said notice of meeting may be proposed and passed as a SPECIAL RESOLUTION notwithstanding that less than twenty-one days notice of such resolution has been given.

NAME

SIGNATURE

DANIEL SELWYN BOWERS

Daniel Selwyn Bowers

ELIZABETH BOWERS

X