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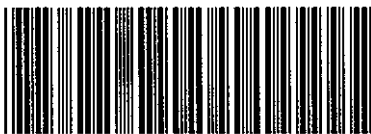
**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 3053568

The Registrar of Companies for England and Wales hereby certifies that
ELECTRA FLEMING GENERAL PARTNER C LIMITED

having by special resolution changed its name, is now incorporated
under the name of
ELECTRA FLEMING GP (UNQUOTED UK) LIMITED

Given at Companies House, Cardiff, the 9th July 1996



C030535688


A. F. FLETCHER

For the Registrar of Companies



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

HC006B

3053568

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
SPECIAL RESOLUTION

of

ELECTRA FLEMING GENERAL PARTNER 'C' LIMITED

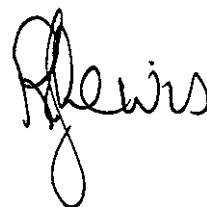
Passed on 26 June 1996

At an Extraordinary General Meeting of Electra Fleming General Partner 'C' Limited duly convened and held at 65 Kingsway, London WC2B 6QT on 26 June 1996, the following resolution was duly passed as a SPECIAL RESOLUTION:

SPECIAL RESOLUTION

That the name of the Company be and is hereby changed to

Electra Fleming GP (Unquoted UK) Limited.



Chairman

