

FILE COPY



**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

Company No. 3224780

The Registrar of Companies for England and Wales hereby certifies that  
HOMEOWNERS INVESTMENT FUND MANAGERS LIMITED

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

ENGAGE MUTUAL FUNDS LIMITED

Given at Companies House, Cardiff, the 17th February 2006



\*C03224780G\*



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES



*Companies House*

— for the record —

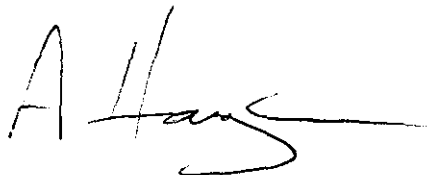
HOMEOWNERS INVESTMENT FUND MANAGERS LIMITED  
as Authorised Corporate Director of Homeowners Investment Funds ICVC

SPECIAL RESOLUTION

1. It was unanimously resolved as a special resolution of the Company THAT the name of the Company be changed to **engage** Mutual Funds Limited.

DIRECTORS RESOLUTION

2. It was unanimously resolved as a Directors resolution of the OEIC THAT the name of the Open Ended Investment Company be changed to **engage** Mutual Investment Funds ICVC, the sub funds be re-named as **engage** Investment Growth Fund and **engage** High Income Fund and the Instrument of Incorporation be amended accordingly.

  
Director

DATED 17 November 2005

Registered Office: Hornbeam Park Avenue, Harrogate HG2 8XE

