

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 3697097

The Registrar of Companies for England and Wales hereby certifies that

EXCHANGE (E-LOAN) HOLDINGS LIMITED

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

MONEYEXTRA MORTGAGES LIMITED

Given at Companies House, London, the 7th March 2000



C036970976

A handwritten signature in black ink, appearing to read 'J Mayne'.

MR J MAYNE

For The Registrar Of Companies



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

Company Number: 3697097



THE COMPANIES ACT 1985
AND
THE COMPANIES ACT 1989
WRITTEN RESOLUTION
OF
EXCHANGE (E-LOAN) HOLDINGS LIMITED

We, the undersigned, being the sole Member for the time being of the above-named Company entitled to receive notice of and to attend and vote at General Meetings HERBY PASS the following resolution as a Written Resolution and agree that the said resolution shall, pursuant to Section 381A of the Companies Act 1985 and Clause 53 of Table A (which Clause is embodied in the Articles of Association of the Company), for all purposes be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held.

It is resolved:

That the name of the Company be changed to moneyXtra Mortgages Limited

Dated this 6th day of March 2000

Signed:
for and on behalf of The eXchange Holdings plc

Presented by: The eXchange Holdings plc
Britannia Wharf
Monument Road,
Woking
Surrey GU21 5LW

S/day £100

N/c

BB 701666