

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 3821597

The Registrar of Companies for England and Wales hereby certifies that

293RD SHELF INVESTMENT COMPANY LIMITED

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

GP NOMINEES LIMITED

Given at Companies House, London, the 24th September 1999



C03821597N

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

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
SPECIAL RESOLUTION



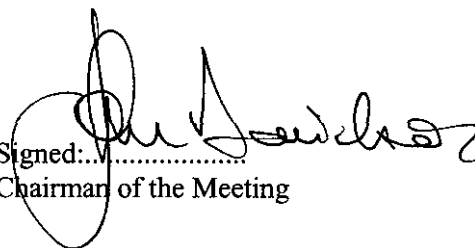
- of -


293rd Shelf Investment Company Limited
(Passed 24 September 1999)

At an Extraordinary General Meeting of the above-named Company duly convened and held on 24 September 1999 at 65 Holborn Viaduct, London EC1A 2DY the following Resolution was duly passed as a Special Resolution

SPECIAL RESOLUTION

1. That the name of the Company be changed to GP Nominees Limited.

Signed: 
Chairman of the Meeting

S/OA/1200
N/C

Online card