

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 4041881

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

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

Given at Companies House, Cardiff, the 11th October 2000



C04041881A



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



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

HC006B

702373

23

THE COMPANIES ACTS 1985 TO 1989
PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

OF

MASTERNOTE LIMITED

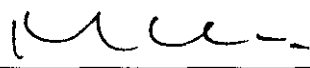
COMPANY NO. 4041881

Passed on 20th September 2000

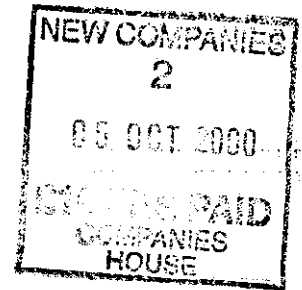
On the 20th day of September 2000, the following resolution in writing (such resolution to have effect as a special resolution) was duly passed by the members of the Company pursuant to section 318A, Companies Act 1985 (as amended):-

WRITTEN RESOLUTION

THAT the name of the Company be and is hereby changed to INTRUST TRUSTEES LIMITED.



WIGMORE DIRECTORS LIMITED
DIRECTOR



Wigmore st.
London
W1M 002