

FILE COPY



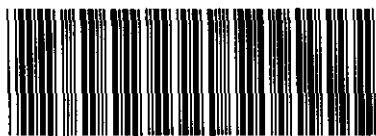
**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 4185724

The Registrar of Companies for England and Wales hereby certifies that
GRINDCO 341 LIMITED

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

Given at Companies House, Cardiff, the 5th April 2001



C041857244



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



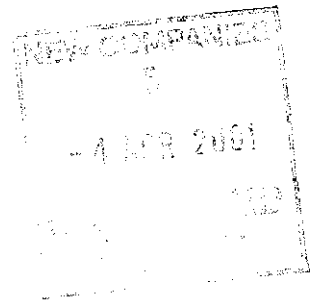
Companies House
— for the record —

HC006B

026336

WRITTEN RESOLUTION UNDER TABLE A

Company No: 4185724



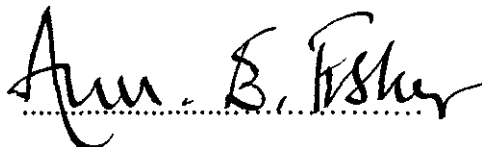
GRINDCO 341 LIMITED

In accordance with the provisions of Regulation 53 of Table A as incorporated in the Company's Articles of Association, we the undersigned being all the members of the Company entitled to receive notice of and to attend a general meeting of the Company **HEREBY RESOLVE** to pass the following resolution as Special Resolution:-

SPECIAL RESOLUTION

THAT the name of the above company be changed to :-

Ruton Finance Limited



For and on behalf of
GRINDCO DIRECTORS LTD



For and on behalf of
GRINDCO SECRETARIES LTD

Dated this 3rd day of April 2001



A41
COMPANIES HOUSE

0481
04/04/01