

FILE COPY



**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

Company No. 4350565

The Registrar of Companies for England and Wales hereby certifies that

HALLCO 694 PLC

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

ULTIMATE FINANCE GROUP PLC

Given at Leeds, the 20th May 2002



\*C04350565J\*

*Michelle Trevelyan*

MICHELLE TREVELYAN

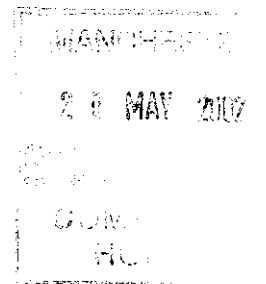
For The Registrar Of Companies



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

Company Number: 4350565

**THE COMPANIES ACT 1985 TO 1989**  
**PRIVATE COMPANY LIMITED BY SHARES**  
**WRITTEN RESOLUTION**  
**OF**  
**HALLCO 694 PLC**  
**(passed on 10 May 2002)**

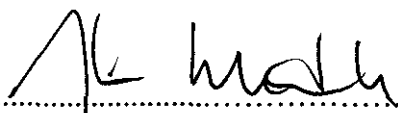


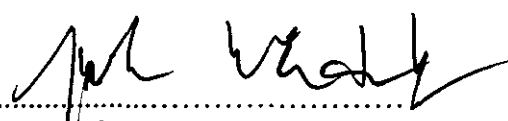
We, the undersigned, being the members of the Company who (at the date of this Resolution) would be entitled to attend and vote at a general meeting of the Company convened for the purpose of considering and passing the special resolution set out below hereby resolve (pursuant to regulation 53 of Table A in the schedule to the Companies (Tables A to F) Regulations 1985 (as amended), as incorporated in the Company's articles of association) and with the intent that the following resolution shall be valid and effective as if the same had been passed at a duly convened and held general meeting of the Company) as follows:

**SPECIAL RESOLUTION**

That the name of the Company be changed to:

"ULTIMATE FINANCE GROUP PLC".

  
.....  
For and on behalf of HL Directors Limited

  
.....  
For and on behalf of HL Secretaries Limited



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