

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 3112023

The Registrar of Companies for England and Wales hereby certifies that
R.B. LEASING (JULY) LIMITED

having by special resolution changed its name, is now incorporated
under the name of
R.B. LEASING (EDEN) LIMITED

Given at Companies House, Cardiff, the 17th February 2000



C03112023G



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



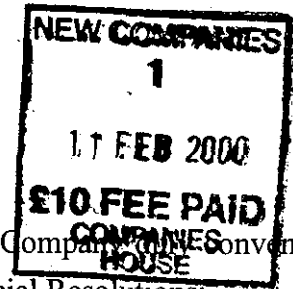
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R.B. LEASING (JULY) LIMITED

(Company No. 3112023)

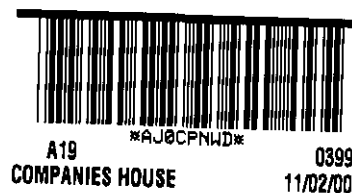


At an EXTRAORDINARY GENERAL MEETING of the above-named Company convened and held on 8 February 2000 the following resolutions were passed as Special Resolutions:

SPECIAL RESOLUTIONS

1. THAT the Company name be changed to R.B. Leasing (Eden) Limited.
2. THAT the authorised share capital of the Company be increased from £1,000 to £50,000,000 by the creation of 49,999,000 Shares of £1 each to rank pari passu in all respects with the existing shares of the capital of the Company.
3. THAT the Directors be and they are hereby generally and unconditionally authorised for the purpose of Section 80 of the Companies Act 1985 to exercise any power of the Company to allot and grant rights to subscribe for or to convert securities into shares of the Company up to a maximum nominal amount equal to the nominal amount of the authorised but unissued share capital at the date of the passing of the resolution. Providing that the authority hereby given shall expire five years after the passing of this resolution unless previously renewed or varied save that the Directors may, notwithstanding such expiry, allot any shares or grant any such rights under this authority in pursuance of an offer or agreement so to do made by the Company before the expiry of this authority.

.....T. Carr.....
Chairman



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