

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 4140260

The Registrar of Companies for England and Wales hereby certifies that
HOME LOANS U.K LTD

having by special resolution changed its name, is now incorporated
under the name of
HOME LOANS UK LTD

Given at Companies House, Cardiff, the 23rd January 2001



C04140260M

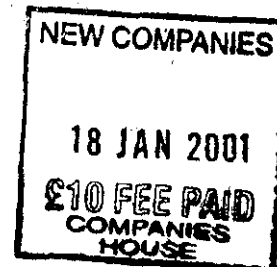


THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

HC006B



The Companies Act 1985

A Private Company Limited by Shares

Special Resolution

of

Home Loans U.K Ltd Co No:4140260

AT an EXTRAORDINARY GENERAL MEETING of the above
named Company duly convened and held at 72 New Bond Street,
London

On 22th January 2001

the following SPECIAL RESOLUTION was duly passed, viz:

Resolution

THAT the name of the Company be changed to:

"Home Loans UK Ltd"

First Secretaries Limited
Signed Director/Secretary

Presented by
1st Class Company Services
72 New Bond Street
London W1Y 9DD

Tel: 020 7495 5145

