

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 3359805

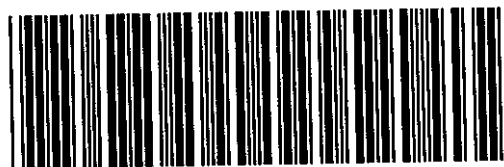
The Registrar of Companies for England and Wales hereby certifies that

THE EVESTMENT COMPANY LIMITED

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

Grosmont Limited

Given at Companies House, London, the 24th June 1999



C03359805N

A. J. Harness
A J HARNESS

For The Registrar Of Companies



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

The eVestment Company Limited

(Company Number: 3359805)

WRITTEN RESOLUTION ACR.



We the undersigned being the sole member of the Company having the right to vote at general meetings signify our assent to the passing of the resolution set out below under the provisions of article 1 of the Company's articles of association to the effect that such resolution shall be deemed to be as effective as if it had been passed at a general meeting of the Company duly convened and held.

That the name of the Company be changed to Grosmont Limited

A large, stylized handwritten signature in black ink, appearing to be "A.K.", written over a dotted line.

Signed for and on behalf of Grosmont Holdings PLC

Dated: 24 June 1999

NR:1148214\0004

n/c £100
RBOS 01317
S. DAY