

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 2960433

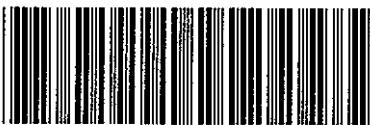
The Registrar of Companies for England and Wales hereby certifies that
CASSON BECKMAN FINANCIAL PLANNING LIMITED

having by special resolution changed its name, is now incorporated
under the name of
C B FINANCIAL PLANNING LIMITED

Given at Companies House, Cardiff, the 13th May 1996

A handwritten signature in black ink, appearing to read 'L. Parry'.

MRS. L. PARRY



C02960433C

For the Registrar of Companies



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

HC006B

Company No.2960433



THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

CASSON BECKMAN FINANCIAL PLANNING LIMITED

PASSED 18TH APRIL 1996

At an Extraordinary General Meeting of the members of the above Company duly convened and held at Hobson House, 155 Gower Street, London, WC1E 6BJ on 18th April 1996 the subjoined resolution was duly passed as a Special Resolution:-

SPECIAL RESOLUTION

"THAT subject to the consent of the Department of Trade and Industry the name of the Company be changed to C B Financial Planning Limited."

A handwritten signature in black ink that reads 'M. Barnes'.

CHAIRMAN