

FILE COPY



CERTIFICATE OF INCORPORATION
ON RE-REGISTRATION OF PRIVATE COMPANY
AS A PUBLIC COMPANY

Company No. 3675683

The Registrar of Companies for England and Wales hereby certifies that

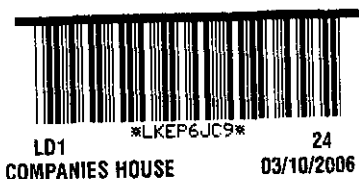
ASHMORE GROUP PLC

formerly registered as a private company has this day been re-registered under the Companies Act 1985 as a public company and that the company is limited.

Given at Companies House, London, the 3rd October 2006

J. Hooper
JANE HOOPER

For The Registrar Of Companies



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