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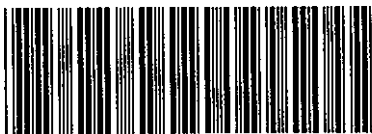
**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 3045280

The Registrar of Companies for England and Wales hereby certifies that
CS FIRST BOSTON (UK) INVESTMENT HOLDINGS

having by special resolution changed its name, is now incorporated
under the name of
CREDIT SUISSE FIRST BOSTON (UK) INVESTMENT HOLDINGS

Given at Companies House, Cardiff, the 31st December 1996



C03045280U

R. C. Edwards
R. C. EDWARDS

For the Registrar of Companies



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

HC006B

Company Number 3045280



THE COMPANIES ACTS 1985 - 1989

COMPANY LIMITED BY SHARES

**CS FIRST BOSTON (UK) INVESTMENT HOLDINGS
SPECIAL RESOLUTION**

The following Special Written Resolution of the members of CS First Boston (UK) Investment Holdings was duly passed on Thursday, 12th December 1996

That with effect from 31st December 1996 the Company changes its name to "Credit Suisse First Boston (UK) Investment Holdings".