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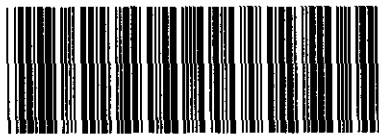
**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

Company No. 1539241

The Registrar of Companies for England and Wales hereby certifies that  
CITY OF LONDON PR GROUP P.L.C.

having by special resolution changed its name, is now incorporated  
under the name of  
CITY OF LONDON GROUP PLC.

Given at Companies House, Cardiff, the 4th January 2001



\*C015392413\*



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES

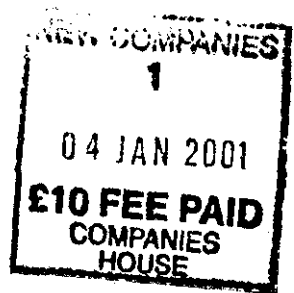


*Companies House*  
— for the record —

207091

Company No. 01539241

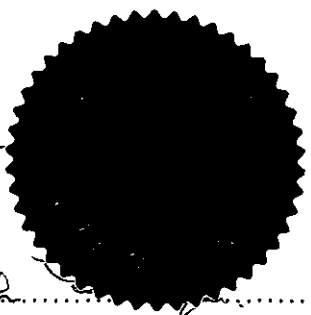
THE COMPANIES ACT 1985  
COMPANY LIMITED BY SHARES  
SPECIAL RESOLUTION  
of  
CITY OF LONDON PR GROUP PLC



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Passed this 21<sup>st</sup> day of December 2000  
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At an Extraordinary General Meeting of City of London PR Group Plc on 21<sup>st</sup> day of December 2000 the following resolution was proposed and passed as a **SPECIAL RESOLUTION:-**

"That the name of the Company be changed to City of London Group Plc."



*JAG* ..... [for signature]  
(name) *John Greenhalgh*  
**DIRECTOR**



A46 \*A6X85X0N\* 0582  
COMPANIES HOUSE 04/01/01