

To the Honorable Commissioner of

101207724

attached original documents or copy thereof.

1. Name of conveying party(ies):

BIL Finance (Ireland) Limited

- Individual(s)
- General Partnership
- Corporation-State
- Other Ireland Corporation
- Association
- Limited Partnership

Additional name(s) of conveying party(ies) attached?

Yes  No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other \_\_\_\_\_
- Merger
- Change of Name

Execution Date: December 14, 1995

2. Name and address of receiving party(ies):

Name: LGT Finance Ireland Limited

Internal Address: \_\_\_\_\_

Street Address: 4 Georges Dock  
International Financial Service Centre

Dublin 1 Ireland

- Individual(s) citizenship \_\_\_\_\_
- Association \_\_\_\_\_
- General Partnership \_\_\_\_\_
- Limited Partnership \_\_\_\_\_
- Corporation-State \_\_\_\_\_
- Other Ireland Corporation

If assignee is not domiciled in the United States, a domestic representative designation is attached:  Yes  No  
(Designations must be a separate document from Assignment)  
Additional name(s) & address(es) attached?  Yes  No

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)

B. Trademark registration No.(s)

1,912,696      1,859,875  
1,447,800      1,807,817

Additional numbers attached?  Yes  No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Deborah Schavey Ruff

Internal Address: Mayer, Brown & Platt

Street Address: P.O. Box 2828

City: Chicago State: IL ZIP: 60690-2828

6. Total number of applications and registrations involved: 4

7. Total fee (37 CFR 3.41) . . . \$ 115.00

- Enclosed
- Authorized to be charged to deposit account any additional fees

8. Deposit account number: 13-0019

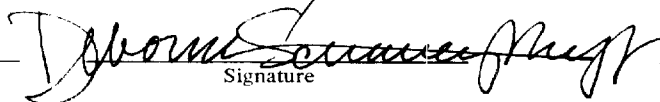
(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Deborah Schavey Ruff  
Name of Person Signing

 11/10/99  
Signature Date

Total number of pages comprising cover sheet: 3

Do not detach this portion

Mail documents to be recorded with required cover sheet information to:

11/23/1999 **DNGUYEN 00000114 1912696**

01 FC:481  
02 FC:482

40.00 DP  
75.00 DP

Commissioner of Patents and Trademarks  
Box Assignments  
Washington, D.C. 20231

Public burden reporting for this sample sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project (0651-0011), Washington D.C. 20503.

NUMBER

210709

# Certificate of Incorporation

ON CHANGE OF NAME

I hereby certify that

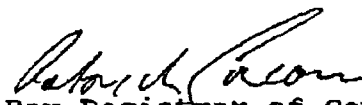
**BIL FINANCE IRELAND LIMITED**

having, by a Special Resolution of the Company,  
and with the approval of the Minister for  
Enterprise and Employment, changed its name, is now  
incorporated as a limited company under the name

**LGT FINANCE IRELAND LIMITED**

and I have entered such name on the Register accordingly

Given under my hand at Dublin, this  
Thursday, the 14th day of December, 1995

  
For Registrar of Companies

Minutes of a Meeting of the Board of Directors of  
LGT Finance Ireland Limited (the "Company") held at  
5th Floor, Alexandra House, Earlsfort Centre, Earlsfort  
Terrace, Dublin 2, on 20th March 1997 at 10.20 am.

Present: Eimear Cowhey (Chairperson)  
Shane Curran (Director)

1. CHAIRPERSON

Eimear Cowhey took the Chair and noted that a quorum was present whereupon the Meeting proceeded to business.

2. CHANGE OF REGISTERED OFFICE

The Chairperson noted that the Company would shortly be moving to new premises and therefore it was necessary to formally change the registered office.

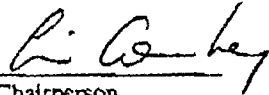
After due consideration, it being considered in the best interests of the Company, IT WAS RESOLVED THAT:

"The registered office of the Company be changed to 4, Georges Dock, International Financial Services Centre, Dublin 1, with effect from 14 April 1997".

3. SECRETARY

The Secretary was instructed to prepare and file the necessary notification to the Companies Registration Office.

There being no further business the meeting then ended.

  
Chairperson