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**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 2226343

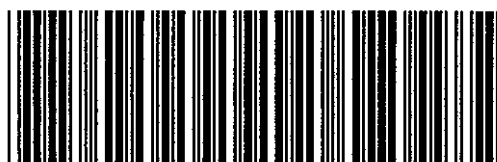
The Registrar of Companies for England and Wales hereby certifies that

ANZ EMERGING MARKETS CORPORATE FINANCE LIMITED

having by special resolution changed its name, is now incorporated
under the name of

ASHMORE CORPORATE FINANCE LIMITED

Given at Companies House, London, the 25th February 1999



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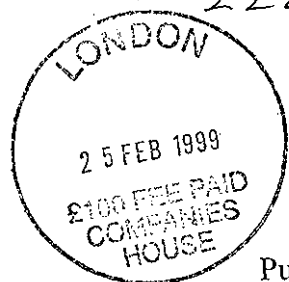
A.J. Harness
A J HARNESS

For The Registrar Of Companies



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

2226343



ANZ EMERGING MARKETS CORPORATE FINANCE LIMITED

Pursuant to section 381A of the Companies Act 1985, the undersigned, being the sole member of the Company who at the date of these resolutions would be entitled to attend and vote at a general meeting of the Company, hereby RESOLVE that the following resolutions be passed as Special Resolutions of the Company:

Special Resolutions

1. that the name of the Company be changed to "Ashmore Corporate Finance Limited".
2. that the Company's articles of association be altered by:
 - (a) deleting the word "three" at the end of the first sentence of the existing article 10 and the substitution therefor of the word "one";
 - (b) inserting the following sentence after the first sentence of the existing article 10:

"If and so long as there is a sole director, he may exercise all the powers and authorities vested in the directors by the articles of association of the Company."
 - (c) deleting the words "at least two" at the end of the first sentence of the existing article 16 and the substitution therefor of the word "one";
 - (d) inserting a new article 25, namely:

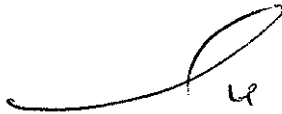
"SOLE MEMBER

25. If and for so long as the Company has only one member:
 - (a) there shall be recorded in the register of members that there is only one member, and, as may be the case, that the number thereof is increased, and the date on which any such event occurs;
 - (b) in relation to a general meeting, the sole member or a proxy for that member or (if the member is a corporation) a duly authorised representative of that member is a quorum and article 6(A) of the Company's articles of association is modified accordingly;
 - (c) a proxy for the sole member may vote on a show of hands and regulation 54 of Table A is modified accordingly;
 - (d) the sole member may agree that any general meeting be called by shorter notice than that provided for by the articles;

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- (e) the sole member shall provide the Company with a written record of any decisions taken thereby which have effect as if agreed by the Company in general meeting; and
- (f) all other provisions of the articles apply with any necessary modification (unless the provision expressly provides otherwise)."

Dated this 24 day of February 1999.

A handwritten signature in black ink, consisting of a long horizontal stroke followed by a large loop and a small 'u' shape at the end.

.....
by C N Rose
Authorised Signatory of
ANZ Investments (UK) Limited