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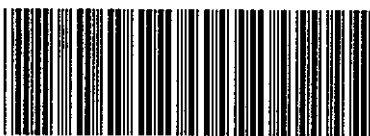
**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 35838

The Registrar of Companies for England and Wales hereby certifies that
PUTNEY CONSTITUTIONAL CLUB COMPANY LIMITED(THE)

having by special resolution changed its name, is now incorporated
under the name of
THE WINCHESTER HOUSE CLUB LIMITED

Given at Companies House, Cardiff, the 2nd December 1997



C000358381


MRS. L. PARRY

For the Registrar of Companies



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

HC006B

Company No. 0000 35838



THE COMPANIES ACT 1985 TO 1989

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

(Pursuant to s.378(2) of the Companies Act 1985
and s.113 of the Companies Act 1989)

OF

The Putney Constitutional Club Company Limited

By a written resolution of the company dated 30th September 1997
the subjoined Special Resolution was duly passed.

RESOLUTION

That the name of the company be changed to:

The Winchester House Club Limited

A handwritten signature in cursive script that reads "Nicholas Syrett".

Nicholas Syrett,
Secretary.

