

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 142067

The Registrar of Companies for England and Wales hereby certifies that
JAMES STEELE (INSURANCE) LIMITED

having by special resolution changed its name, is now incorporated
under the name of
COOPER GAY (UK) LIMITED

Given at Companies House, Cardiff, the 13th July 2004



C00142067C



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

HC006B

008429



JAMES STEELE

COMPANIES ACTS

WRITTEN RESOLUTION

OF

JAMES STEELE (INSURANCE) LIMITED:

COMPANY NUMBER: 00142067

I the undersigned, being the properly authorised representative of Cooper Gay (Holdings) Ltd, the sole member of the above company, for the time being entitled to receive notice of, attend and vote at General Meetings, hereby unanimously pass the following resolution and agree that the said resolution shall for all purposes be as valid and effective as if the same had been passed at a General Meeting of the company duly convened and held.

It is resolved that the name of the company be changed to:

COOPER GAY (UK) LIMITED

Dated this 25th day of June 2004.

Signed: _____

N A Hooper
Director
Cooper Gay (Holdings) Ltd

Signed: _____

J Flanagan
Company Secretary
James Steele(Insurance) Ltd



JAMES STEELE (INSURANCE) LTD

YACHT CENTRE · PO BOX NUMBER ONE · RAYLEIGH · ESSEX SS6 7RB AND AT LLOYD'S

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REGISTERED OFFICE: INTERNATIONAL HOUSE · 26 CREECHURCH LANE · LONDON EC3A 5EH · REG NO: 142067 ENGLAND