

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 167950

The Registrar of Companies for England and Wales hereby certifies that
AUSTIN REED (MANUFACTURING) LIMITED

having by special resolution changed its name, is now incorporated
under the name of
ARG (FINANCE) LIMITED

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



C001679503



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

ACCEPT UNSTAMPED ~~EX~~

NC/CN

SIGNED

DATE

Jones
4/15/01

COMPANY NUMBER 167950

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

RESOLUTION

OF

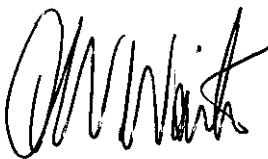
AUSTIN REED (MANUFACTURING) LIMITED

The following resolution was duly passed at an Extraordinary General Meeting of the above Company on 26th April 2001:

SPECIAL RESOLUTION

THAT the name of the Company be changed to ARG (Finance) Limited.

I certify that this is a true copy of a special resolution passed on 26th April 2001.



SIMON N WAITE
Company Secretary

26th April 2001



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COMPANIES HOUSE
COMPANIES HOUSE

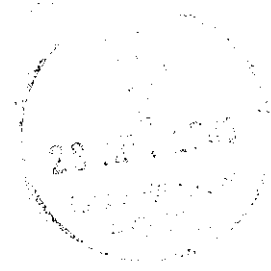
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COMPANY NUMBER 167950

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES




RESOLUTION
OF
AUSTIN REED (MANUFACTURING) LIMITED

The following resolution was duly passed at an Extraordinary General Meeting of the above Company on 19th April 2001:

SPECIAL RESOLUTION

THAT the name of the Company be changed to Austin Reed Group (Finance) Limited.

I certify that this is a true copy of a special resolution passed on 19th April 2001.


SIMON N WAITE
Company Secretary

19th April 2001

