

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 170463

The Registrar of Companies for England and Wales hereby certifies that
GARBAN - INTERCAPITAL EUROPE LIMITED

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

Given at Companies House, Cardiff, the 5th November 1999



C001704634



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



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

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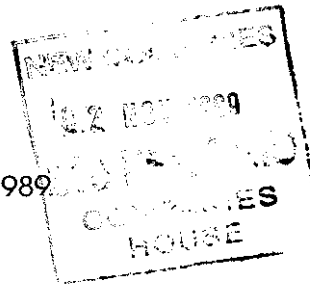
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Company Number 170463

The Companies Acts 1985 to 1989

WRITTEN RESOLUTION

Of

Garban-Intercapital Europe Limited



We, the undersigned being all the members of the Company for the time being having the right to attend and vote at general meetings, hereby pass the following resolution as *special* resolution and agree that the resolution shall be as valid and effective as if passed at a general meeting duly convened and held.

IT IS RESOLVED THAT: The name of the Company be changed to Intercapital Europe Limited.

Dated this 27 day of 10 1999

Signed:

A handwritten signature in black ink, consisting of a large loop and a trailing line.

For and on behalf of
Godsell, Astley & Pearce (Holdings) Limited

**CERTIFIED A TRUE AND
CORRECT COPY OF THE ORIGINAL**

SIG:
MRS J EGGLETON
Company Secretary

