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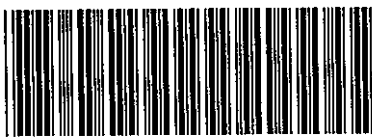
**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

Company No. 198168

The Registrar of Companies for England and Wales hereby certifies that  
UMBRO UK LIMITED

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

Given at Companies House, Cardiff, the 31st December 1996



\*C00198168U\*

*R. C. Edwards*  
R. C. EDWARDS

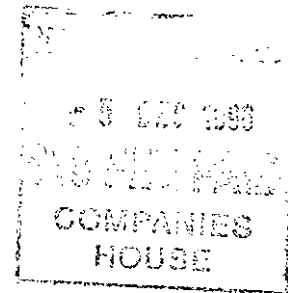
For the Registrar of Companies



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

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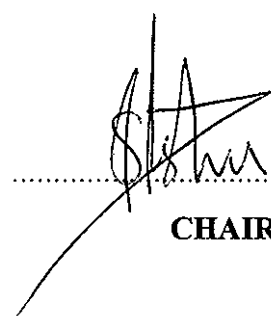


**COPY**  
**SPECIAL RESOLUTION**  
**OF**  
**UMBRO UK LIMITED**  
**(Company number: 198168)**  
**PASSED 20 November 1996**

**NOTICE** is hereby given that at an extraordinary general meeting of the above named Company held on 20 November 1996 the following resolution was duly passed as a special resolution of the Company:

**SPECIAL RESOLUTION**

That the name of the Company be changed to "Umbro Europe Limited".

  
.....  
**CHAIRMAN**

