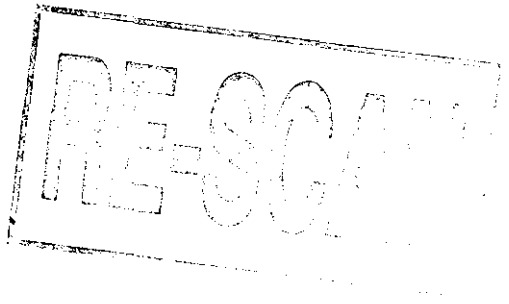


FILE COPY



**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

Company No. 233766

The Registrar of Companies for England and Wales hereby certifies that  
A.REYROLLE AND COMPANY LIMITED

having by special resolution changed its name, is now incorporated  
under the name of  
SPARE IPG 20 LIMITED

Given at Companies House, Cardiff, the 16th August 2000



\*C00233766F\*



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES

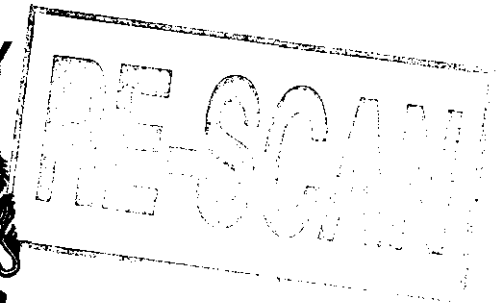
THIS CERTIFICATE/D~~OCUMENT~~ SUPERCEDES THE  
CERTIFICATE/D~~OCUMENT~~ IN FILE WHICH  
INCORRECTLY QUOTED THE NAME OF THE COMPANY  
AS *SQUARE IPG 20 LIMITED*



COMPANIES HOUSE

HC006B

FILE COPY



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THIS CERTIFICATE/~~DOCUMENT~~ CONTAINS A  
MISTAKE IN THE NAME OF THE COMPANY AND IS  
SUPERSEDED BY THE CERTIFICATE/~~DOCUMENT~~  
ON FILE.



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES

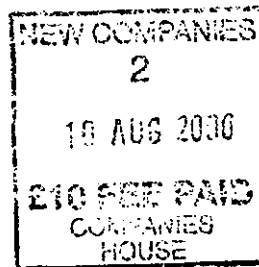


**C O M P A N I E S   H O U S E**

HC006B

132213

COMPANY NUMBER: 233766



COMPANIES ACT 1985  
COMPANIES ACT 1989

COMPAY LIMITED BY SHARES

COPY OF RESOLUTIONS

OF

A. REYROLLE & COMPANY LIMITED

NOTICE is hereby given that at an Extraordinary General Meeting of the above named company duly convened and held at Moor Lane, Derby DE24 8BJ, the following special resolution was duly passed on 3<sup>rd</sup> August 2000:

THAT the name of the company be changed to Spare IPG 20 Limited.

A handwritten signature in cursive script, appearing to read "J. P. M.", written over a horizontal line.  
Secretary