

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 326911

The Registrar of Companies for England and Wales hereby certifies that
BRITAX BIRMINGHAM

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

SETON HOUSE BIRMINGHAM

Given at Companies House, London, the 17th November 2005



C00326911G



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

Company Number: 326911

The Companies Acts 1929 and 1948

and

The Companies Act 1985

UNLIMITED COMPANY HAVING A SHARE CAPITAL

004790

WRITTEN RESOLUTION

of

Britax Birmingham

Dated: 14 November 2005

We, the undersigned, being all of the Shareholders entitled to attend and vote at General Meetings of the Company, hereby resolve in writing as follows, pursuant to Section 381A of the Companies Act 1985:

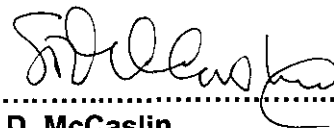
That the following proposed Special Resolution (a copy of which was circulated to us with this Resolution) is hereby approved, and shall for all purposes be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held:-

1. That the name of the Company be changed to
Seton House Birmingham

Name of Shareholder

Britax Holdings Limited

Signature



.....
Stuart D. McCaslin
(for and on behalf of
Britax Holdings Limited)

