

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 660277

The Registrar of Companies for England and Wales hereby certifies that

SAATCHI & SAATCHI FINANCE PLC

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

Cordiant Finance Plc

Given at Companies House, London, the 16th March 1995



C006602774

L. Mills

MRS L. MILLS

For The Registrar Of Companies



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

Number of Company 660277
THE COMPANIES ACTS 1948 TO 1989
COMPANY LIMITED BY SHARES



SPECIAL RESOLUTION
OF
SAATCHI & SAATCHI FINANCE PLC

Passed on 16th March 1995

At an EXTRAORDINARY GENERAL MEETING of the above-named Company duly convened and held at 83/89 Whitfield Street, London W1, at 09:15am, on the 16th day of March 1995, the following Special Resolution was passed: -

SPECIAL RESOLUTION

THAT the name of the company be changed to: Cordiant Finance Plc

A handwritten signature in cursive script, appearing to read 'A. P. Paus', written over a dotted line.

SECRETARY

Dated: - 16th March 1995

CS 086-93
C/W to 2006/11