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CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

Company No. 808245

The Registrar of Companies for England and Wales hereby certifies that ST. PAUL'S NOMINEES LIMITED

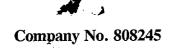
having by special resolution changed its name, is now incorporated under the name of NEWTON CORPORATE NOMINEES LIMITED

Given at Companies House, Cardiff, the 4th October 1996

C008082453

A. F. FLETCHER

For the Registrar of Companies



COMPANIES ACT 1985 COMPANY LIMITED BY SHARES ST.PAUL'S NOMINEES LIMITED



SPECIAL RESOLUTION

(Passed on 23 September1996)

At an Extraordinary General Meeting of the above named company duly convened and held on 23 September 1996 the following resolution was duly passed as a Special Resolution.

SPECIAL RESOLUTION

That the name of the Company be changed to Newton Corporate Nominees Limited

porate Nominees
M. Sizelocu

Secretary

71 Queen Victoria Street London EC4V 4DR

21 September 1996

