

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 1229566

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

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

Given at Companies House, Cardiff, the 23rd January 2003



C01229566M



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

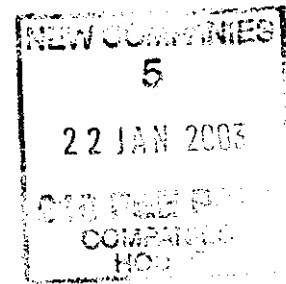
HC006B

Company Number: 1229566

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS

OF

HONORMEAD LIMITED (the "Company")



We the undersigned, being or representing all the members of the Company for the time being entitled to receive notice of and attend and vote at a general meeting of the Company hereby resolve to pass the following resolutions and agree that the resolutions shall, pursuant to Section 381A and Schedule 15A of the Companies Act 1985 (the "Act") for all purposes be as valid and effective as if it had been passed at a general meeting of the Company duly convened and held:

SPECIAL RESOLUTION

That the name of the Company be changed to "Pendleton Investments Limited".

.....
Simon Brook

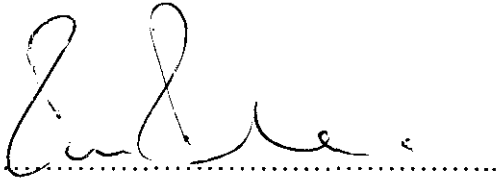
Ian Beardmore

Together as trustees for and on behalf of The Simon Brook's Children's Settlement
1996

10-01-03

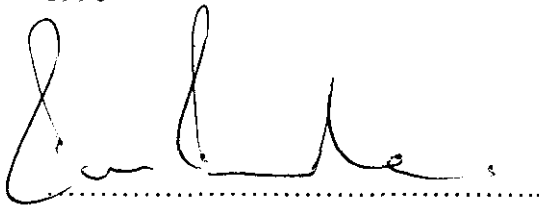


.....
Victoria Gottschald

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

Ian Beardmore

Together as trustees for and on behalf of The Vicky Gottschald's Children's Settlement
1996

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

Ian Beardmore

As sole trustee for and on behalf of The William Dickinson Settlement 1996

.....

Simon Brook

.....

Victoria Gottschald

.....
Simon Brook as attorney for and on behalf Franklin Brook

Dated: 1st January 2003