

FILE COPY



RE-SCAN

**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 1262018

The Registrar of Companies for England and Wales hereby certifies that

C.B.S.O. SOCIETY LIMITED

having by special resolution changed its name, is now incorporated

under the name of

CITY OF BIRMINGHAM SYMPHONY ORCHESTRA

Given at Companies House, Cardiff, the 24th August 2001



C01262018N



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



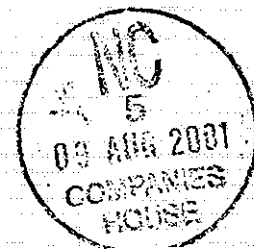
Companies House
for the record

HC006B

054123

THE COMPANIES ACT 1985

23 AUG 2001



COMPANY LIMITED BY SHARES

C.B.S.O. SOCIETY LIMITED

registered number 1262018

NOTICE OF RESOLUTIONS PASSED

At an extraordinary general meeting duly convened and held at CBSO Centre, Berkley Street, Birmingham, B1 2LF on 31 July 2001 the following resolutions were passed as special resolutions:

SPECIAL RESOLUTION

1. THAT the name of the Company be changed to City of Birmingham Symphony Orchestra.
2. THAT the Articles of Association in the form initialled by the Chairman for the purposes of identification be and are hereby adopted as the Articles of Association of the Company in substitution for the existing Articles of Association.
3. THAT the Memorandum of Association of the Company be amended with respect to the Company's objects by the adoption of the objects clause as set out in clause 3 in the Memorandum and Association initialled by the Chairman for the purpose of identification in substitution for the existing clause 3.
4. THAT notwithstanding any provision of the Articles of Association of the Company Mr Paul Smith shall (subject to his consent) be appointed as an additional director of the Company and that he shall not be required to retire as a director of the Company until 31 March 2002.
5. THAT all acts done by Mr Paul Smith in good faith as a director or purported director of the Company since 13 September 2000 be ratified by the Company notwithstanding any defect in the appointment or continuance of his office.

Dated: 31 July 2001

Registered office:

CBSO Centre
Berkley Street
Birmingham B1 2LF

Secretary

Package: Laserform
by Laserform International Ltd

CON 36051
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30(5)(c)

Please complete in typescript,
or in bold black capitals.

Change of name omitting "limited" or "cyfyngedig"

CHFP025

Company Number 1262018

Company Name in full CBSO SOCIETY LIMITED

I, RICHARD JOHN YORK

of 39 COLLEGE STREET, STRATFORD UPON AVON, WARWICKSHIRE,
CV37 6BW

① Please delete as appropriate.

~~As director~~ [the secretary] ① of the company do solemnly and sincerely
declare that the company complies with the requirements of section 30(3) of
the Companies Act 1985.

And I make this solemn Declaration conscientiously believing the same to
be true and by virtue of the Statutory Declarations Act 1835.

Declarant's signature

Declared at

St Philips House, St Philips Place Birmingham

Day Month Year

on

20 08 2001

② Please print name.

before me ②

RICHARD DAVID FREEMAN

Signed

Richard York

Date

20/8/01

A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor

Please give the name, address,
telephone number and, if available,
a DX number and Exchange of
the person Companies House should
contact if there is any query.

Martineau Johnson

St Philips House
St Philips Place
Birmingham
B3 2PP

ATM/57381v1

Tel 0121 200 3300

DX number DX 721090

DX exchange Birmingham 50

When you have completed and signed the form please send it to the
Registrar of Companies at:

Companies House, Crown Way, Cardiff, CF14 3UZ DX 33050 Cardiff
for companies registered in England and Wales

or

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB
for companies registered in Scotland

DX 235 Edinburgh