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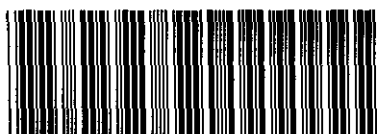
**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 1375222

The Registrar of Companies for England and Wales hereby certifies that
IAN ANTHONY (HOLDINGS) LIMITED

having by special resolution changed its name, is now incorporated
under the name of
WILLIAMS MOTOR CO (MANCHESTER) LIMITED

Given at Companies House, Cardiff, the 8th January 2002



C013752227



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES

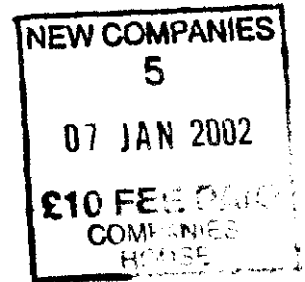


Companies House
— for the record —

NW
COPIED

Number 1375222

THE COMPANIES ACTS 1985 TO 1989



COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION of the Shareholders of the Company passed in writing pursuant to Section 381a of the Companies Act 1985 as it applies to

IAN ANTHONY (HOLDINGS) LIMITED

Passed on 4th January 2002

We, the undersigned, being the holder of all the shares on the above named company now issued hereby resolve by way of a special resolution as follows:-

That the name of the Company be changed to "Williams Motor Co (Manchester) Limited"

Williams Motor Co (Holdings) Limited

