

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 1899316

The Registrar of Companies for England and Wales hereby certifies that

THE EUROPEAN PRIVATE EQUITY PARTNERSHIP

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

BRIDGEPOINT CAPITAL (HOLDINGS)

Given at Companies House, London, the 18th January 2002



C01899316H

1 Greenland

For The Registrar Of Companies



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

SIDAY £80
N/C
BOS100418



SPECIAL RESOLUTION ON CHANGE OF NAME
COMPANIES ACT

COMPANY NUMBER 1899316

COMPANY NAME The European Private Equity Partnership

At an Extraordinary General Meeting of the members of the above named company,
duly convened and held at:
101 Finsbury Pavement, London, EC2A 1EJ

on the 17th day of January 20 02

The following Special Resolution was duly passed:

That the name of the Company be changed to:

NEW NAME Bridgepoint Capital (Holdings)

Signature: B. Lawson B. LAWSON.
~~Chairman, Director, Secretary or Officer of the Company~~

Notes:

NB. The copy resolution must be filed with the Registrar of Companies within 15 days after the passing of the resolution. Please insert name and address to which the certificate is to be sent.

BARRY LAWSON
BRIDGEPOINT CAPITAL LTD
101 FINSBURY PAVEMENT
LONDON
EC2A 1EJ.

