

# FILE COPY



## CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

No. 2004498

/18

I hereby certify that

TESTOPTION PUBLIC LIMITED COMPANY

having by special resolution changed its name, is now

incorporated under the name of

CASELL PUBLIC LIMITED COMPANY

Given under my hand at the Companies Registration Office,  
Cardiff the

16TH SEPTEMBER 1986

A handwritten signature in dark ink, appearing to read 'B.M. Jones'.

Mrs. B.M. JONES

an authorised officer

Registered Number: <sup>2004498</sup>~~20004498~~

TESTOPTION PUBLIC LIMITED COMPANY

At an Extraordinary General Meeting of the above named Company held at Inveresk House, 1 Aldwych, London WC2R 0MP on 17th August 1986 at 5.15 am the following resolutions were passed as Special Resolutions:-

SPECIAL RESOLUTIONS

(A) That the existing 49,900 unclassified unissued shares of £1 each be converted into 49,900 "B" Ordinary Shares of £1 each having the rights set out in the Articles of Association referred to in paragraph (C) of this Resolution and that the authorised capital of the Company be and hereby is increased to £1,500,100 by the creation of 67,000 "B" Ordinary Shares of £1 each and 1,333,100 Redeemable Preference Shares of £1 each.

(B) That the existing 50,100 Ordinary Shares of £1 in the capital of the Company be reclassified as "A" Ordinary Shares of £1 having the rights set out in the Articles of Association referred to in (C) of this resolution

(C) That the Articles of Association in the form of the draft produced to the meeting and initialled by the Chairman be and are hereby adopted as the new Articles of Association of the Company in replacement of and in substitution for the existing Articles of Association of the Company

(D) That the Company is hereby authorised to enter into the following agreement containing provisions as to the allotment of shares, the Subscription Agreement to be made between (1) the Company (2) Philip Sturrock and Francis John Roney (3)

Barclaytrust International Limited and others] ("the  
Subscription Agreement")

(E) That the Directors from time to time of the Company be and  
are hereby generally and unconditionally authorised to exercise  
all powers of the Company to allot:-

(i) 116,900 "B" Ordinary Shares of £1 each in accordance  
with the terms of the Subscription Agreement; and

(ii) 1,333,100 Redeemable Cumulative Preference Shares of  
£1 each in accordance with the terms of the Subscription  
Agreement

provided that this authority shall expire on August 15th 1991

(F) That the Directors from time to time of the Company are  
hereby empowered pursuant to section 80 of the Companies Act  
1985 to allot the above shares in the capital of the Company  
pursuant to the authority conferred by Resolution (E) above as  
if Sections 89(1) and 90(1) to (6) of the Companies Act 1985 did  
not apply to such allotment provided this power shall expire on  
15th August, 1991

(G) That the name of the Company be changed to CASSELL PUBLIC  
LIMITED COMPANY

Dated 17th August 1986



*P. J. Spruock*  
.....  
Chairman

mid  
£120 x 3

100285