

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 2011009

The Registrar of Companies for England and Wales hereby certifies that

INTERCAPITAL PRIVATE GROUP LIMITED

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

IPGL LIMITED

Given at Companies House, London, the 13th January 2005



C02011009C



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



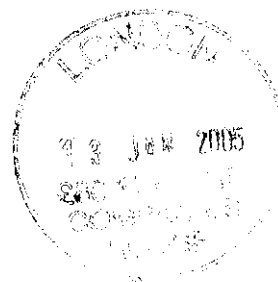
Companies House
— for the record —

524933

No. 2011009

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES



RESOLUTIONS

-of-

INTERCAPITAL PRIVATE GROUP LIMITED

At the Annual General Meeting of the Company held at Moorgate Hall, 155 Moorgate, London EC2M 6XB on Friday 8 October 2004, the following Resolutions were passed by way of special business as Special Resolutions.

RESOLUTIONS

- 4 That the name of the Company be changed to "IPGL Limited".
- 5 THAT the Articles of Association of the Company be and are hereby amended, by changing the heading above Article 14 to read "Appointment of Directors" and inserting after Article 14.3 a new Article 14A, as follows:-

"14A The Directors may appoint a person who is willing to act to be a Director, either to fill a vacancy or as an additional Director, provided that the appointment does not cause the number of Directors to exceed any number fixed by or in accordance with these Articles as the maximum number of Directors.";

and each and any purported appointment of a Director in the foregoing manner prior to the date of passing of this Resolution be and is hereby ratified and confirmed.

Chairman

