

5/6
No. 2192437

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

- of -

TYROLESE (110) LIMITED

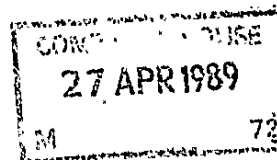
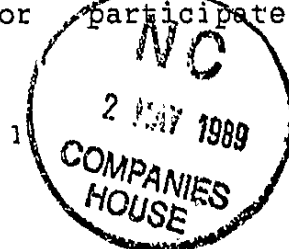
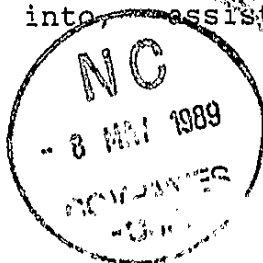
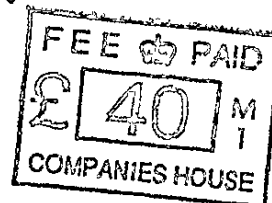
We, the undersigned, being all the members of the Company having a right to vote at General Meetings of the Company, pursuant to the Company's Articles of Association HEREBY PASS the Resolution set out below as a Special Resolution and agree that the said resolution be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held.

RESOLUTION

IT IS RESOLVED:

1. that the name of the Company be changed to "TYROLESE (DIRECTORS) LIMITED" 15/3
2. that the Memorandum of Association be amended by the deletion of sub-clause 3.1 to 3.3 inclusive of Clause 3 thereof and the substitution thereof of the following Clause 3.1:-

"To carry on all or any of the businesses of a nominee company for other persons, companies, firms and businesses, or a holding company of other bodies corporate and to acquire by purchase, lease, concession, grant, licence or otherwise such businesses, options, rights, privileges, lands, buildings, leases, underlease, stock, shares, debentures, debenture stock, bonds, obligations, securities, reversionary interests, annuities, policies of assurance and other property and rights and interests in property as the company shall deem fit, and whether in a nominee capacity or for the company's own account; and generally to hold, manage, develop, lease, sell or dispose of the same, and to vary any of the investments of the Company; to act as trustees of any deeds, constituting or securing any debentures, debenture stock or other securities or obligations; to enter into, assist or participate in financial,



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commercial, mercantile, industrial and other transactions, undertakings and businesses of every description, and to establish, carry on, develop and extend the same or sell, dispose of or otherwise turn the same to account; and to co-ordinate the policy and administration of any companies of which the Company is a member or which are in any manner controlled by or connected with the Company; to act as director or company secretary alone or jointly with any other person or persons for any company or companies incorporated in any part of the world, as director or secretary for any association or associations whether incorporated or not in any part of the world and as agent or oversea company agent for any other body incorporated in any part of the world, and to provide administrative, legal, technical and financial services of every description to other companies, firms and persons; to act as business and office managers, and to carry on all or any of the businesses of capitalists, trustees, financiers, financial agents, company promoters and bill discounters."

and the subsequent renumbering of the remaining sub-clauses

DATED THIS

12th

day of

April 1989

...
G.W. RICHARDS

...
J. THORNE

1336c - 24.4.89

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 2192437

I hereby certify that

TYROLESE (110) LIMITED

having by special resolution changed its name,

is now incorporated under the name of

TYROLESE (DIRECTORS) LIMITED

Given under my hand at the Companies Registration Office,

Cardiff the 15 MAY 1989

A handwritten signature in dark ink, appearing to read 'P. EVAN'.

P. EVAN

an authorised officer