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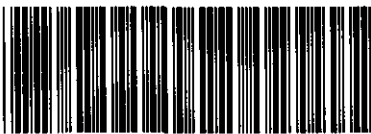
**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 2290328

The Registrar of Companies for England and Wales hereby certifies that
CHARTERHOUSE EUROPEAN MANAGERS LIMITED

having by special resolution changed its name, is now incorporated
under the name of
CHARTERHOUSE GENERAL PARTNERS (VIII) LIMITED

Given at Companies House, Cardiff, the 19th September 2005



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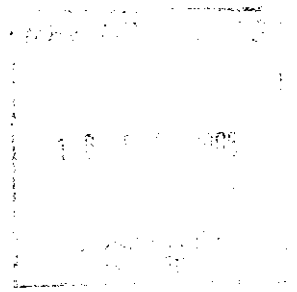
THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

001448/10

Company Number: 2290328



THE COMPANIES ACT 1985
A PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTION OF
THE SOLE MEMBER OF

CHARTERHOUSE EUROPEAN MANAGERS LIMITED

(the "Company")

(agreed to on 15 September 2005)

Pursuant to the Articles of Association of the Company, the following written resolution was unanimously agreed to by the sole member of the Company on 15 September 2005 as a written resolution of the Company, having effect as a special resolution:

SPECIAL RESOLUTION

That the name of the Company be changed to Charterhouse General Partners (VIII) Limited.

Signed:

For and on behalf of Charterhouse Intermediate Holdings Limited

CERTIFIED A TRUE COPY

Linhan
Secretary 15/09/05

