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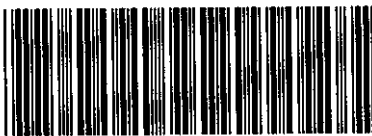
**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

Company No. 2670582

The Registrar of Companies for England and Wales hereby certifies that  
POWERHOUSE RETAIL LIMITED

having by special resolution changed its name, is now incorporated  
under the name of  
CHB P H R LIMITED

Given at Companies House, Cardiff, the 16th June 1996



\*C02670582F\*

  
A. F. FLETCHER

For the Registrar of Companies



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

HC006B

CON 75894 APP



No. 2670582

THE COMPANIES ACT 1985

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COMPANY LIMITED BY SHARES

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SPECIAL RESOLUTION

- of -

POWERHOUSE RETAIL LIMITED

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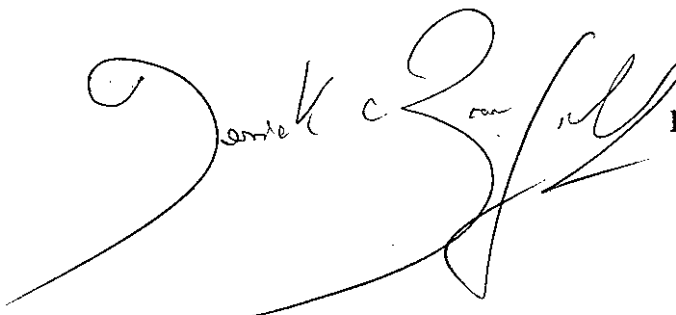
(PASSED 3 JUNE 1996)

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At an Extraordinary General Meeting of the above-named Company duly convened and held at Powerhouse, Talisman Road, Bicester Oxon OX6 0JX on 3 June 1996 the following resolution was duly passed as a special resolution:-

RESOLUTION

THAT the name of the Company be changed to "CHB P H R Limited".

 Director

