

FILE COPY



**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

Company No. 2698894

The Registrar of Companies for England and Wales hereby certifies that  
SCONSET PROPERTIES LIMITED

having by special resolution changed its name, is now incorporated  
under the name of  
CITICORP DINERS CLUB LIMITED

Given at Companies House, Cardiff, the 24th November 1995

A handwritten signature in dark ink, appearing to read 'L. Parry'.

MRS. L. PARRY

For the Registrar of Companies



\*C02698894N\*



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

HC006B



No: 2698894

THE COMPANIES ACTS 1985 TO 1989

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COMPANY LIMITED BY SHARES

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**SPECIAL RESOLUTION**  
**OF**  
**SCONSET PROPERTIES LIMITED**

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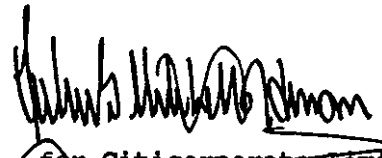
Passed 20 November 1995

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By **MEMBERS' WRITTEN RESOLUTIONS**, pursuant to and in accordance with the authority contained in the Company's Articles of Association and the provisions of Sections 381A and 381B of the Companies Act 1985, dated the 20th day of November 1995 the following Resolution was duly passed as and with the effect of a **SPECIAL RESOLUTION** of the Company, namely:

**R E S O L U T I O N**

"that the name of the Company be changed to 'CITICORP DINERS CLUB LIMITED'. "

  
for Citicorpore Limited  
Secretary.