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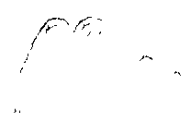
**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 2704078

The Registrar of Companies for England and Wales hereby certifies that
IMCO 1994 LTD

having by special resolution changed its name, is now incorporated
under the name of
HOME WARRANTY PLAN LTD.

Given at Companies House, Cardiff, the 25th April 1994


For the Registrar of Companies



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

HC006B

IMCO 1994 LTD



SPECIAL RESOLUTION OF IMCO 1994 LTD

("the Company")

Passed on the 7th day of April 1994

At a Meeting of the Board of Directors of "The Company" duly convened and held on 7th April 1994 the following Resolution was passed as a Special Resolution.

SPECIAL RESOLUTION

IT WAS RESOLVED:

1. The Company's name be changed to Home Warranty Plan Ltd with immediate effect and that The Company's Memorandum and Articles of Association be amended accordingly.
2. The Company Secretary be authorised to lodge a copy of the Special Resolution with the Registrar of Companies together with the fee of £50.

Certified Correct

.....*Kamran Ali*.....
SECRETARY

.....14.4.94.....
DATE

