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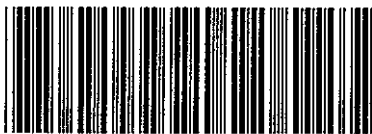
**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 2776034

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

having by special resolution changed its name, is now incorporated
under the name of
COSTCO LIMITED

Given at Companies House, Cardiff, the 29th April 1998



C02776034S


N. BUTLER

For the Registrar of Companies



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

HC006B

Company No.: 2776034

THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

PRICECOSTCO LIMITED



We, the undersigned, being all the members of the Company entitled to receive notice of and to attend and vote at general meetings of the Company resolve pursuant to the articles of association that the following resolution be passed and agree that it shall have effect as a special resolution as if passed at a general meeting duly convened and held:-

SPECIAL RESOLUTION

That the name of the Company be changed to Costco Limited.

5th August, 1997

Signed James P. Murphy
duly authorised by and on behalf of
Costco UK Limited.

Signed Sheehan
duly authorised by and on behalf of
Submitselect Limited.

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