

CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

Company No. 2805339

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

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

Given at Companies House, Cardiff, the 2nd September 1994



For the Registrar of Companies

C028053396



COMPANY NUMBER: 2805339

COMPANIES ACT 1985

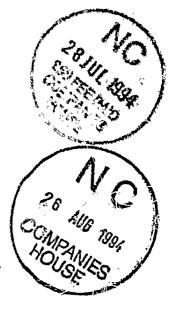
VRITTEN RESOLUTIONS

of

APARTDIRECT TRADING LIMITED

passed on 1945, July

1994



Pursuant to the provisions of the Companies Act 1985 and the Company's Articles of Association, we the undersigned being the holders of the entire issued share capital of the Company entitling the holders to attenuend vote at general meetings of the Company resolve to pass the following resolutions, the first and second resolutions being passed as Ordinary Resolutions and the third resolution being passed as a Special Resolution:-

Ordinary Resolution

- 1. That the Company's share capital be increased to £58,929,656 by the creation of an additional 29,656 ordinary shares of £1 each.
- 2. That pursuant to Section 80 of the Companies Act 1985 the directors be and they are hereby generally and unconditionally authorised, such authority to expire five years from the date of this Resolution, to allot a further 29,656 ordinary shares of one pound each.

Special Resolution

3. That the name of the Company be and it is hereby changed to "McBride Holdings Limited".

MCBRIDE LTD



A36 RECEIPT DATE: 27/07/94