

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 2823058

The Registrar of Companies for England and Wales hereby certifies that

MELROSE VENTURES (UK) LIMITED

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

MELROSE MEDITERRANEAN LIMITED

Given at Companies House, Cardiff, the 16th December 2004



C02823058F



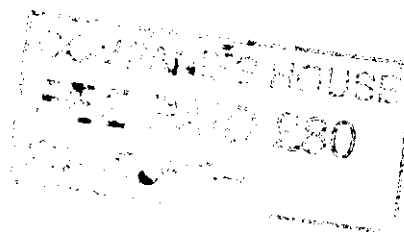
THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —

COMPANIES ACTS
WRITTEN RESOLUTION
OF



NAME OF EXISTING COMPANY: MELROSE VENTURES (UK) LIMITED

COMPANY NUMBER: 2823058

We the undersigned, being all the members of the above company, for the time being entitled to receive notice of, attend and vote at General Meetings, hereby unanimously pass the following resolution and agree that the said resolution shall for all purposes be as valid and effective as if the same had been passed at a General Meeting of the company duly convened and held.

It is resolved that the name of the company be changed to:~

MELROSE MEDITERRANEAN LIMITED

Dated this FOURTEENTH day of DECEMBER 2004.

Signed

D. W. CURRY

FOR AND ON BEHALF OF

MELROSE RESOURCES PLC



Notes :

- The resolution must be delivered to Companies House within 15 days of it being passed.
- A £10 fee is required to change the name (cheques made payable to "Companies House").
- Have you checked whether the new name is available at www.companieshouse.gov.uk ?
- Please provide the name and address to which the certificate is to be sent.