FILE COPY



CERTIFICATE OF INCORPORATION

ON CHANGE OF NAME

AND RE-REGISTRATION OF A PRIVATE COMPANY

AS A PUBLIC COMPANY

Company No. 2854197

The Registrar of Companies for England and Wales hereby certifies that

A SHARE & SONS (HOLDINGS) LIMITED

formerly registered as a private company having changed its name and having this day been re-registered under the Companies Act 1985 as a public limited company is now incorporated under the name of

ScS UPHOLSTERY plc

and that the company is limited.

Given at Leeds, the 28th November 1997

STEVE SIMS

For The Registrar Of Companies

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COMPANIES HOUSE 28 11 97

